GROUP

GIIB HOLDINGS BERHAD

Registration No.: 200301016552 (618972-T)
(Incorporated in Malaysia)

ANNUAL REPORT 2024

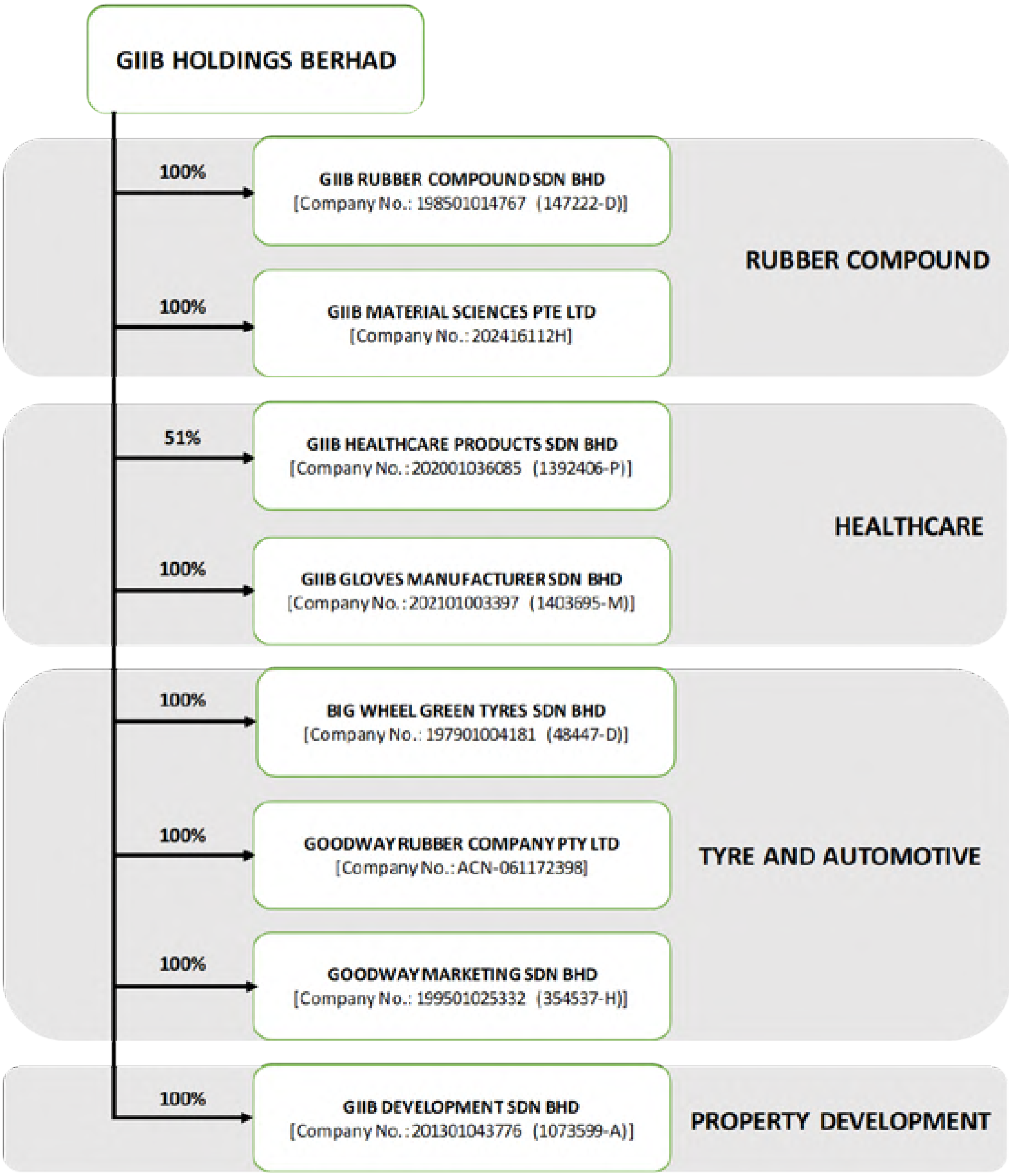
CONTENTS

CORPORATE INFORMATION

DIRECTORS	Dato' Sri Hj Wan Adnan Bin Wan Mamat (Independent, Non-Executive Chairman) Tai Qisheng (Chief Executive Officer / Executive Director) Tai Qiyao (Executive Director) H'ng Boon Keng (Independent, Non-Executive Director) Datuk Firmansyah Aang Bin Muhamad (Independent, Non-Executive Director) Jung Hee Won (Independent, Non-Executive Director) (Appointed on 29 March 2024) Choo Kee Siong (Non-Independent, Non-Executive Director) (Appointed on 10 May 2024)
AUDIT AND RISK MANAGEMENT COMMITTEE	H'ng Boon Keng (Chairman) Datuk Firmansyah Aang Bin Muhamad (Member) Jung Hee Won (Member) (Appointed on 29 March 2024)
JOINT NOMINATION AND REMUNERATION COMMITTEE	Datuk Firmansyah Aang Bin Muhamad (Chairman) H'ng Boon Keng (Member) Jung Hee Won (Member) (Appointed on 29 March 2024)
SECRETARY	Mak Chooi Peng (MAICSA 7017931) SSM PC No.: 201908000889
AUDITORS	ChengCo PLT Chartered Accountants Lot 507 & 508, 5th Floor, Tower 2, Faber Tower, Jalan Desa Bahagia, Taman Desa, 58100 Kuala Lumpur Tel: +603 7984 8988 Website: www.chengco.asia

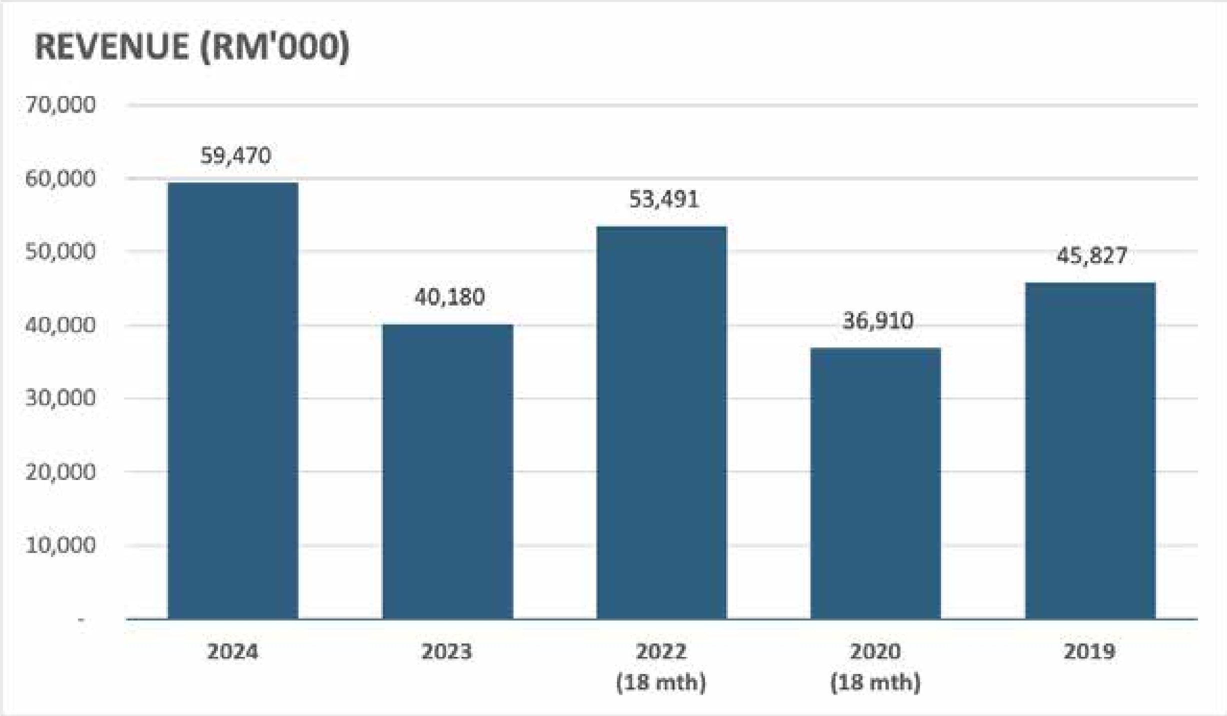
REGISTERED OFFICE	808, Jalan 17/24, 46400 Petaling Jaya, Selangor, Malaysia Tel: +603-80843751 Email: cpmak@aconas.com.my
PRINCIPAL PLACES OF BUSINESS	Lot PT 1654 & PT 1657, Nilai Industrial Estate, 71800 Nilai, Negeri Sembilan Darul Khusus, Malaysia Tel: +606-799 4833 Fax: +606-798 4866 Website: www.giibworld.com
REGISTRAR	Sectrars Management Sdn. Bhd. Level 9-7, Menara Sentral Vista, No. 150, Jalan Sultan Abdul Samad, Brickfields, 50470 Kuala Lumpur, Malaysia Tel: +603-2276 6138 Fax: +603-2276 6131 Email: sectrarsmg@gmail.com
PRINCIPAL BANKERS	United Overseas Bank (Malaysia) Berhad Maybank Islamic Bank Berhad CIMB Bank Berhad Ambank (Malaysia) Berhad Public Bank Berhad
STOCK EXCHANGE LISTING	Main Market of Bursa Malaysia Securities Berhad Stock Short Name : GIIB Stock Code : 7192

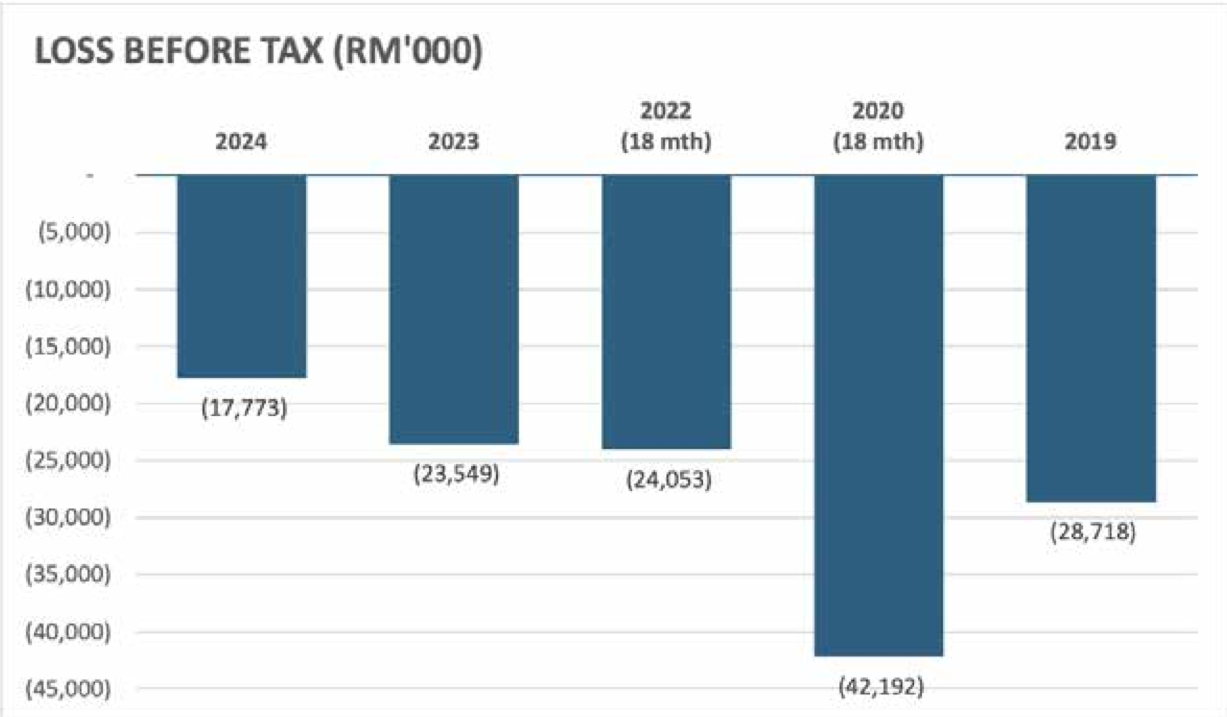
CORPORATE STRUCTURE

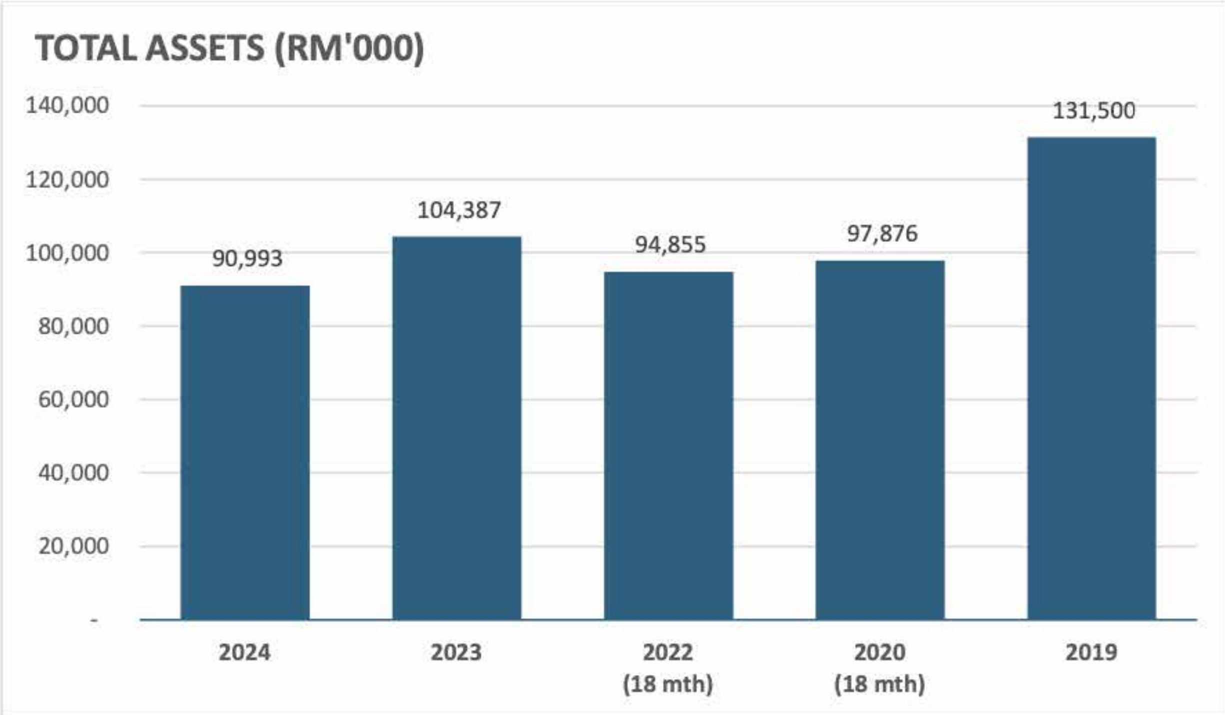


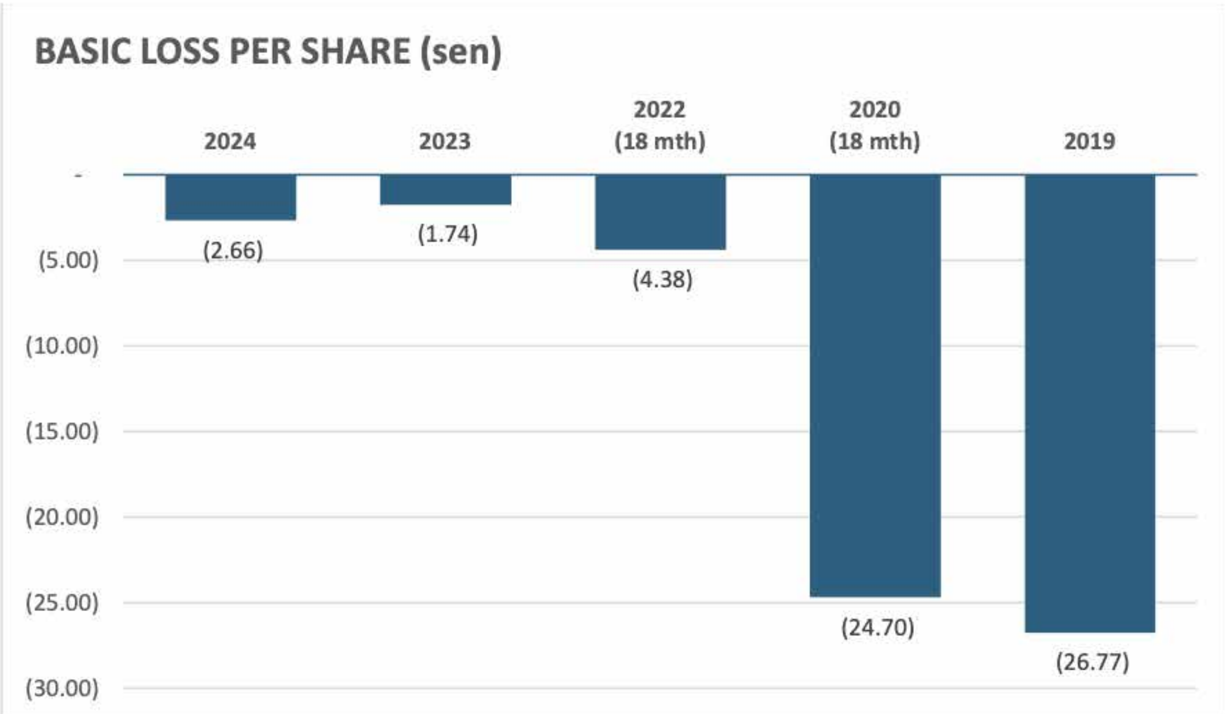
5-YEAR FINANCIAL HIGHLIGHTS

	2024 12 months RM'000	2023 12 months Restated RM'000	2022 18 months Restated RM'000	2020 18 months Restated RM'000	2019 12 months Restated RM'000
Revenue	59,470	40,180	53,491	36,910	45,827
Loss before tax	(17,773)	(23,549)	(24,053)	(42,192)	(28,718)
Loss for the financial year	(20,538)	(23,549)	(20,277)	(39,857)	(28,636)
Loss attributable to owners of the Company	(17,323)	(10,307)	(22,040)	(40,676)	(28,720)
Share capital	155,827	151,097	151,097	105,586	58,011
Reserve	(108,829)	(91,607)	(85,764)	(69,037)	(31,912)
Non-controlling interest	(13,841)	(10,626)	2,616	853	(2,455)
TOTAL EQUITY	33,157	48,864	67,949	37,402	23,644
Non-current Liabilities	19,586	4,042	6,131	27,554	30,571
Current liabilities	38,250	51,482	20,775	32,920	77,285
TOTAL EQUITY AND LIABILITIES	90,993	104,388	94,855	97,876	131,500
Property, plant and equipment	69,818	71,174	65,551	68,784	72,296
Land held for development	-	-	7,412	7,412	7,412
Current assets	21,175	33,213	21,892	21,680	51,792
TOTAL ASSETS	90,993	104,387	94,855	97,876	131,500
Net assets per share attributable to owners of the Company (RM)	0.05	0.08	0.11	0.10	0.19
Basic loss per share (sen)	(2.66)	(1.74)	(4.38)	(24.70)	(26.77)


REVENUE (RM'000)
70,000
60,000
50,000
40,000
30,000
20,000
10,000
-
59,470
40,180
53,491
36,910
45,827
2024
2023
2022 (18 mth)
2020 (18 mth)
2019


LOSS BEFORE TAX (RM'000)
2024
2023
2022 (18 mth)
2020 (18 mth)
2019
-
(5,000)
(10,000)
(15,000)
(20,000)
(25,000)
(30,000)
(35,000)
(40,000)
(45,000)
(17,773)
(23,549)
(24,053)
(42,192)
(28,718)


TOTAL ASSETS (RM'000)
140,000
120,000
100,000
80,000
60,000
40,000
20,000
-
90,993
104,387
94,855
97,876
131,500
2024
2023
2022 (18 mth)
2020 (18 mth)
2019


BASIC LOSS PER SHARE (sen)
2024
2023
2022 (18 mth)
2020 (18 mth)
2019
-
(5.00)
(10.00)
(15.00)
(20.00)
(25.00)
(30.00)
(2.66)
(1.74)
(4.38)
(24.70)
(26.77)

GIIB CHAIRMAN'S STATEMENT

DEAR VALUED SHAREHOLDERS,

On behalf of the Board of Directors of GIIB Holdings Berhad ("GIIB" or the "Company"), I hereby present to you the Company's Annual Report and Audited Financial Statements for the financial year from 1 July 2023 to 30 June 2024 ("FY2024").

YEAR IN REVIEW

In 2023, the Malaysian rubber industry faced a mixed landscape. The year saw moderate growth driven by both external and internal factors.

Malaysia's natural rubber production in 2023 experienced slight growth compared to previous years. The country produced approximately 500,000 tonnes of natural rubber to produce mostly rubber gloves as well as rubber compounds used in automotive and industrial applications.

The Group has put its focus on its core business of rubber compounds focusing on automotive use such as tyres and auto parts in addition to industrial products such as hydraulic hoses, track pads and more.

I am happy to report that the Group has recorded steady growth in revenue as a result of its sales and marketing activities. The Group has also placed emphasis on innovation, going on to win a gold medal at the 34th International Invention, Innovation and Technology Exhibition (ITEX) 2023 held at the Kuala Lumpur Convention Centre for a new graphene infused pre-cured tread liner designed to increase durability and performance of tyres.

PROSPECTS

The global demand for rubber products is projected to grow at a compound annual growth rate (CAGR) of 5.1% from 2023 to 2028, providing opportunities for Malaysia's rubber compound industry. The rubber industry, a significant contributor to our national economy, continues to play a crucial role, reflecting our strategic importance in the global market.

We will continue to explore and penetrate new markets, particularly in Asia and Europe, where demand for high-quality rubber compounds is on the rise. The Group aims to boost its business growth by exploring key partnerships and value-added collaborations in different industry verticals that can benefit from the Group's offerings.

The Group will expand its product portfolio to include more value-added products, such as advanced rubber materials for the aerospace and automotive industries. This diversification will help us mitigate risks associated with market fluctuations and enhance our revenue streams.

However, the Group recognises the recent volatility in commodity prices and foreign currency exchange rates which will directly impact the Group's financial performance. Hence, the Group is cautiously optimistic and will continue to monitor the economic risks while remaining steadfast in its business development activities.

DIVIDEND

The Board of Directors has not recommended any dividend for FY2024.

CORPORATE GOVERNANCE

At GIIB, we are committed to maintaining high standards of corporate governance, which is integral to our long-term success and sustainability.

Our Board of Directors provides oversight and strategic guidance, ensuring that our actions align with the best interests of our stakeholders. Regular board meetings and evaluations ensure that we remain responsive to the evolving business environment.

We are committed to transparent reporting on our sustainability initiatives and performance. Our annual sustainability report provides detailed insights into our environmental, social, and governance (ESG) efforts and progress.

APPRECIATION

In closing, I would like to express my gratitude to our shareholders, customers, employees, and partners for their unwavering support and trust in GIIB. We are confident that with our strategic initiatives, strong governance framework, and commitment to innovation and sustainability, we are well-positioned to achieve continuous growth and success in the years ahead.

Thank you.

CHIEF EXECUTIVE OFFICER’S STATEMENT
GIIB 2.0. Extending Growth, A Return.

Dear Shareholders, Partners, and Colleagues,

It is an honor for me to write the first statement to you as the new Chief Executive Officer (“CEO”) of GIIB Group. This is the 20th Anniversary of GIIB Holdings Bhd (“the Company” or “GIIB”) since its Initial Public Offering in 2004. The Company is shaped by years of hard work and dedication by its founders, and I am committed to building upon this legacy to guide us towards an even brighter future.

Despite the unprecedented challenges of the past years, we have proven our resilience. I am proud to share that we closed the financial year ended 30 June 2024 with a 48% increase in revenue, a testament to the hard work and dedication of our entire team. Our focus on delivering exceptional product quality and unmatched business services has won us the loyalty of key customers, including Fortune 500 companies and industry leaders. To our customers, thank you for placing your trust in GIIB. Your continued partnership is the driving force behind our success, and we are committed to exceeding your expectations in the years to come.

I would also like to take this opportunity to warmly welcome Dato’ Sri Hj Wan Adnan bin Wan Mamat, who recently joined us as Chairman of the GIIB Group. His wealth of experience in public administration and policy is invaluable in guiding our Board of Directors through this next phase of growth. We are equally pleased to welcome Ms. Jung Hee Won, whose financial and tax expertise strengthens our leadership team, and Mr. Choo Kee Siong, representing Hildrics Capital Pte Ltd. With his background in the financial industry, Mr. Choo brings a fresh perspective on innovative capital structures, positioning us well for future financial strategies.

To our vendors, we deeply appreciate your unwavering support, especially during these challenging times. Your commitment to walking this journey with us has been instrumental in overcoming supply chain and capital challenges. We look forward to continuing our mutually beneficial partnerships, adding value to your businesses as you have to ours.

To our shareholders, your trust and belief in our long-term vision mean everything. While the path has not always been smooth, I assure you that our focus remains steadfast on sustainable growth and delivering stable returns.

As we continue to face global market complexities, our decisions are guided by a commitment to long-term value creation. Importantly, we remain dedicated to our ESG-focused business model, knowing that this is the future of responsible, impactful growth.

The Company will be leveraging on its expertise in rubber compounding and to continue forming a strong foundation for its business in various key markets. Our emphasis will be on innovating our products, operational processes and business processes to create higher value returns that also creates a positive impact in various ESG goals.

We are also exploring investing in our people by upskilling local talents and investing in automation. We believe that human capital investment is essential not only for our Company's growth but also for each individual employee's career growth.

This year, we have made the effort to highlight our strategic approach to addressing business and social sustainability that is seeded though our operations and corporate governance. This is part of our plan to cultivate a company culture that drives all our people to creating value by conducting our business responsibly and conforming to the highest ethical standards and business practices of our industry.

Finally, I wish to conclude by expressing my heartfelt thanks to my colleagues and associates. Your dedication, innovation, and tireless efforts are the reason behind the Company's achievements. Together, we have navigated through adversity, and we are now positioned to build on this momentum. I look forward to continuing this journey with all of you, as we work towards shared success and a prosperous future for GIIB.

As we embark on this new chapter, I am filled with optimism for what lies ahead. We have built a strong foundation, and together, we will take GIIB to new heights. I look forward to many successful years ahead, driven by our collective commitment to excellence, innovation, and sustainability.

Thank you for your continued trust and support. Wishing you all good health and prosperity.

Warm regards,
Tai Qisheng
CEO, GIIB Group

MANAGEMENT DISCUSSION AND ANALYSIS

GIIB BUSINESS OVERVIEW

GIIB Holdings Berhad ("GIIB" or the "Company") is an investment holding company that is principally involved in rubber compound manufacturing. The Company's core business, is divided into two segments: **technical compound** and **tyre compound**. The technical compound segment is focused on rubber technology, developing and manufacturing specialised rubber materials used in high-performance products such as high-pressure hydraulic hoses, bridge bearings, and automotive parts. The tyre compound segment primarily serves the tyre retreading industry, with the Supercool brand distributed globally.

FINANCIAL PERFORMANCE

For the financial year ended 30 June 2024 ("FY2024"), GIIB Group reported a revenue of RM59.47 million, a notable 48% increase compared to RM40.18 million in the financial year ended 30 June 2023 ("FY2023"). The higher revenue is attributable to the disposal of land and higher sales volume in the rubber compound business resulting from new customer development efforts.

However, the Company recorded a loss attributable to the owners of the Company of RM17.3 million in FY2024, compared to a loss of RM10.3 million in FY2023. GIIB has conducted an inventory cost allocation review, optimisation and rationalisation which resulted in an increase in inventory cost as expense.

The Company's revenue growth has driven up trade payables and borrowings due to higher working capital requirements. At the same time, the increase in revenue contributed to the reduction in other payables and accruals from RM21.1 million to RM17.7 million in FY2024.

EXECUTIVE BUSINESS OPERATIONS & CORPORATE ACTIVITIES

The Company strategy to increase its gearing to enable it to obtain more top line sales revenue has proven to be effective with the increased revenue. During this time, GIIB faced disruptions in raw material supply, fluctuating pricing, and logistics challenges due to global economic and security instability. Therefore, GIIB focused primarily on preparing more working capital to obtain a good economies of scale in its operations.

The rubber glove manufacturing business is currently on-hold pending the resolution of legal matters. The Company is minimising the working capital requirement for this business venture while continuing to explore various opportunities in this sector.

GIIB completed its private placement with an issuance of 59,129,300 new ordinary shares that was listed and quoted on the Main Market of Bursa Malaysia Securities Berhad ("Bursa Malaysia") on 29 April 2024. This was after obtaining Bursa Malaysia's approval for the private placement to HAGF Investment (I) Pte. Ltd., a Singapore based private equity firm. The funds were largely utilised for working capital in the operations of the rubber compound business.

CHANGES IN THE BOARDROOM

The changes and appointments of our Board of Directors ("Board") during the financial year under review was to ensure a sound level of corporate governance, employ the right skills and experience as well as promote diversity within the Board. During the financial year, GIIB appointed Ms. Jung Hee Won and Mr. Choo Kee Siong as Directors. Their diverse skill set will enable each Board member to contribute knowledge, expertise and oversight for the growth and governance of the Company.

INDUSTRY AND ECONOMIC LANDSCAPE

The global economy faced continued headwinds in 2024, with inflationary pressures, supply chain disruptions, and market volatility affecting industries worldwide. However, the ASEAN region showed strong recovery, with trade expansion and increased investments. The automotive sector, a key market for GIIB, remains poised for growth as more manufacturers establish operations in Southeast Asia.

GIIB, with its presence in the ASEAN automotive market, supplies materials to long-term customers involved in the production of automotive rubber parts. The Company is optimistic about continued growth in this sector, supported by the region’s increasing demand for automotive products and services.

Malaysia’s GDP growth for 2024 is projected at 5.0%[1], according to updated estimates. This forecast reflects improved economic conditions driven by recovery in trade, domestic spending, and targeted subsidies. It represents an optimistic outlook, particularly given the moderate global inflation trends and easing fiscal policies, which contribute to a more stable economic environment. This is an increase from 2023’s GDP growth of 3.6%, suggesting a continued positive trajectory for the country.

GIIB's main market is within the ASEAN market with customers within the automotive industry either for specialised rubber compounds or tyre retreading materials. GIIB supplies materials to long-term customer bases that manufacture automotive rubber parts such as radiator hoses, engine bushings and more. The ASEAN market has multiple major automotive OEMs that cater the assembly and manufacturing of automotive rubber parts and rubber related goods which serve both the regional and international markets. The rubber industry is expected to have steady growth across the region as more manufacturers are setting up manufacturing and assembly plants in Southeast Asia.

The management is optimistic that GIIB’s current business will be able to provide further revenue growth in the coming financial year.

MOVING FORWARD

Moving forward, GIIB will focus on further innovation and improvements in its operations to drive revenue and profitability. Emphasis will be placed to reinforce the reputation of quality consistency for all our products.

The Board notes the uncertainties and challenges faced by various internal and external factors. GIIB will continue to remain steadfast and endeavour for good growth which will provide the necessary value to all stakeholders while upholding its values of integrity, trust and respect.

FY2024 has been a year of both progress and challenges for GIIB. While revenue growth has been strong, GIIB faced various setbacks which were mitigated accordingly. Moving forward, GIIB is well-positioned to capitalise on its reputable brand name and expects to deliver enhanced value to its stakeholders by improving operational efficiency, innovating on its product quality, and building a stronger presence in the industry.

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[1] *https://www.midf.com.my/sites/corporate/files/2024-08/econs-msia-2024_gdp_outlook-midf-190824.pdf*

PROFILE OF THE DIRECTORS

DATO' SRI HJ WAN ADNAN BIN WAN MAMAT
Chairman
Male, Malaysian, age 64

Dato' Sri Hj Wan Adnan Bin Wan Mamat ("Dato' Sri Wan Adnan"), was appointed to the Board as Chairman of GIIB Holdings Berhad on 20 June 2023.

Dato' Sri Wan Adnan holds a Bachelor degree in Business Administration from University of Kyoto, Japan. He began his career as Corporate Manager of Ramada Beach Resort Kuantan from 1986 to 1993 before joining the Pahang Chief Ministers Office as Economic Advisor to the Chief Minister until 1996. From 1996 to 1999, he was appointed as Vice President of the Kuantan Municipal and from 1999 to 2004, was the Political Secretary to the Ministry of Information, Malaysia. During PRU11, he contested and won the P82 seat, Indera Mahkota, and was subsequently elected as a Member of Parliament for the term from 2004 to 2008. He was appointed as a board member of Inno Biologic Sdn Bhd from 2005 until 2012. During PRU12, he was also appointed as a State Executive Committee (EXCO) member, heading the Pahang State Youth and Sports Committee. During his tenure as EXCO Pahang, he had successfully led the State Government to organize Sukan Malaysia (SUKMA) in Kuantan in 2012.

After PRU13, Dato' Sri Wan Adnan focused his path in the corporate world. He was appointed as Chairman for MMN Bina Sdn Bhd, a successful construction company in Pahang until 2015. He was also the Chairman of the Malaysia Aviation Training Academy (MATA) which is located in Kuantan. Apart from that, since 2014, he has been one of the Directors to Sungei Wang Group, a company based in Kuala Lumpur which is involved in property development, amongst others. He was appointed to the board of KNM Group Berhad, an Oil and Gas company listed in Bursa Malaysia Securities Berhad, as an Independent Non-Executive Director from 2014 to 2018. He was involved in property development through Casa Inspirasi Sdn Bhd, and in the Smart City and Energy Industry through Kiwi Group, where he was appointed as the Group Chairman in March 2020.

Dato' Sri Wan Adnan sits on the board of a few other private limited companies involved in property development, construction, agriculture, and trading. He is a Director of a subsidiary of Royal Pahang Durian Group, having a joint venture with Pahang State Agriculture Development Corporation to restructure and develop the Musang King durians industry in Pahang. He is also the Independent Non-Executive Chairman of Magna Prima Berhad, an investment holding company which, through its subsidiaries, provides a diverse range of property development, building construction, trading, and management services.

He was appointed as an Independent Non-Executive Director of Infraharta Holdings Berhad on 7 October 2021 and was subsequently redesignated as Independent Non-Executive Deputy Chairman on 1 December 2021. On 25 August 2022, he was redesignated to Independent Non-Executive Chairman on 25 August 2022. Additionally, he was also appointed as a Non-Independent Non-Executive Director at PUC Berhad from 14 November 2022.

He is also a director of other public listed companies namely Infraharta Holdings Berhad and PUC Berhad.

TAI QISHENG
Chief Executive Officer / Executive Director
Male, Malaysian, age 38

Mr. Tai Qisheng was appointed as Executive Director of the Company on 1 April 2016 and has been leading the Company as the Chief Executive Officer as of 21 December 2023.

He graduated from the University of Sydney, Australia with a Degree in Bachelor of Commerce in Accounting and Finance. He started his career in the Company as Enterprise Risk Management Junior Executive in 2008. His main task was to provide assistance in developing, streamlining the processes and standard operating procedures of all the departments of the Company. In 2009, he was appointed to the Sales and Marketing Department of Goodway Rubber Industries Sdn Bhd, now known as GIIB Rubber Compound Sdn Bhd ("GRC"), a wholly owned subsidiary of the Company and was subsequently promoted to the Head of Sales and Marketing Department of GRC. During his tenure with GRC, the company secured contracts with top tyre manufacturers for the supply of rubber compound products.

In 2014, Mr. Tai Qisheng was promoted to Group Strategy and Communication Manager responsible for structuring the overall organization to build long term strategy for the overall businesses and to improve the profitability of the Company. In 2022, he was promoted as the Managing Director for the GRC, the Group's core business. He brings with him vast experiences in business development, management and strategy. He was appointed as an Honorary Member of the Malaysia Rubber Products Manufacturer Association ("MRPMA") in 2015. Currently, he is also the Vice Secretary General of Malaysia Consortium of Mid Tier Companies ("MCMTC"), an association for business owners to share best business practices.

He is a substantial shareholder of the Company and brother of Mr. Tai Qiyao.

He does not hold any directorship in any other public company or listed issuer. He is also not a member of any Board committee of the Company.

TAI QIYAO
Executive Director
Male, Malaysian, age 37

Mr. Tai Qiyao was appointed as Executive Director of the Company on 1 June 2022.

He graduated from the University of Sydney, Australia with a Degree in Bachelor of Economics with double majors in Economics and Commercial Law. In January 2009, Mr. Tai Qiyao started his career as an Enterprise Risk Management Executive in Goodway Rubber Industries Sdn Bhd, now known as GIIB Rubber Compound Sdn Bhd ("GRC"). He was responsible for setting up the Enterprise Risk Management framework in GRC and Big Wheel Green Tyres Sdn Bhd ("BWGT"). During his tenure with GRC, he established the risk management framework and conducted training in facilities within the Group. He was then appointed as the Head of Franchising of GRC and established the Supercool Franchise Program in Indonesia, Dubai, Philippines, Tanzania, Bahrain and Qatar and set up tyre retreading facilities in those countries.

Transitioning to corporate management in 2014, Mr. Tai Qiyao assumed the role of Corporate Manager of the Company, overseeing corporate and legal affairs. With extensive experience in operational and commercial domains, he brings a wealth of expertise to the organisation.

He is the brother of Mr. Tai Qisheng. He does not hold any directorship in any other public company or listed issuer. He is also not a member of any Board committee of the Company.

H’NG BOON KENG
Independent Non-Executive Director
Male, Malaysian, age 52

Mr. H’ng Boon Keng (“Mr. H’ng”) was appointed as an Independent Non-Executive Director of the Company on 24 June 2022, as well as Chairman of the Audit and Risk Management Committee (“ARMC”) and a member of the Joint Remuneration and Nomination Committee (“JRNC”).

He started his career with Arthur Andersen & Co ("AA") in 1997 and then joined Ernst & Young Malaysia ("EY") pursuant to the merger between AA & EY in 2002 and was subsequently promoted as an assurance partner of EY in 2013. He left EY as an assurance partner at the end of 2021.

Mr. H’ng has more than 25 years of experience in financial audits for various public listed companies, multinational corporations, government-linked corporations and other private companies in various industries which includes investment holdings, capital venture, property development, construction, retails, facilities management, hotels, universities, automotive, logistic services, and diversified manufacturing concerns.

He has vast experience in reporting accountant’s work in connection with initial public offerings in Malaysia and those with international offerings, reverse take-over exercise, corporate debts restructuring, bond issues, financial due diligence reviews and fraud investigation. Having worked in EY London as Senior Manager for approximately 2 years, Mr. H’ng led the audits of various companies in the United Kingdom and the US SEC Registrant subsidiaries and had US-UK GAAP conversion and Section 404 of Sarbanes Oxley Act Reporting experience then. He also has experience in the Malaysia GAAP - IFRS conversion.

In addition to managing the audit portfolios, he was the partner-in-charge of business operations of an EY branch office in Malaysia for 2 years. In EY, he was one of the partners who managed EY China referrals as well as pursuits of targeted China-based enterprises operating in Malaysia.

He does not hold any directorship in any other public company or listed issuer at present.

DATUK FIRMANSYAH AANG BIN MUHAMAD
Independent Non-Executive Director
Male, Malaysian, age 48

Datuk Firmansyah Aang Bin Muhamad ("Datuk Firmansyah") was appointed as an Independent Non-Executive Director of the Company on 1 June 2022. He was also appointed the Chairman of the JRNC and a member of the ARMC on 8 June 2022.

Datuk Firmansyah graduated from the University of South Wales with a Bachelor of Laws in Contract, Land Law, Employment Law and Media Law, amongst others. He began his career as Market Operations Consultant in Procurehere.com to develop business processes for Port management systems and E-logistics business plan. In the same period, he started the dot com boom in Malaysia, starting his career at an incubator Makmal.com.

He was the Chairman of Green Packet Bhd in 2022, and is now a Business Director at Privasia Bhd, a tech company which he started in 2003.

He sat on the Board of National Board Stadium and was involved in numerous development sports programs such as the NFDP and JCM. He was tasked to source sponsorship for development programmes and hiring of technical and administrative teams, setting up matches within a global network in Europe and Asia.

He does not hold any directorship in any other public company or listed issuer at present.

JUNG HEE WON
Independent Non-Executive Director
Female, South Korean, age 38

Madam Jung Hee Won ("Ms. Claire") was appointed as an Independent Non-Executive Director of the Company on 29 March 2024. She was also appointed as a member of the JRNC and ARMC.

Ms. Claire graduated from the University of Melbourne with a Bachelor of Commerce in Accounting and Management. Her academic background includes professional credentials as a Chartered Accountant and Chartered Tax Advisor, forming her foundation in financial acumen and corporate governance. She has built a career in advising private business enterprises, family groups, and family offices. Specialising in Family Enterprise Consulting at Deloitte Kuala Lumpur, Ms. Claire has honed her skills in crafting bespoke governance structures tailored to the unique needs of each client. Ms. Claire's certifications as a Family Business Advisor and Family Wealth Advisor by FFI underscore her commitment to fostering sustainable growth strategies and preserving long-term value, qualities essential for effective leadership within any organisation.

Beyond her professional achievements, Ms. Claire took a year to venture to 37 countries and over 100 cities across Asia, Europe, and Africa. This lifetime experience has fortified her resilience and adaptability, traits that translate seamlessly into her professional endeavours. Her proven track record of leadership, financial management, and stakeholder collaboration positions her as a valuable asset ready to drive innovation and facilitate growth across various industries.

She does not hold any directorship in any other public company or listed issuer at present.

CHOO KEE SIONG
Non-Independent Non-Executive Director
Male, Singaporean, age 53

Mr. Choo Kee Siong ("Mr. Choo") was appointed as a Non-Independent Non-Executive Director of the Company on 10 May 2024.

Mr. Choo currently holds the position of Executive Director and Chief Executive Officer at Hildrics Capital Pte Ltd. ("Hildrics Capital"), a registered private equity fund manager under the Monetary Authority of Singapore. At Hildrics Capital, he spearheads direct investments into established and mid-sized companies across Southeast Asia and Singapore.

He is also a Non-Executive Director of Kim Heng Ltd., and holds director positions at HAGF Investment (I) Pte Ltd., HAGF Investment (II) Pte Ltd., HAGF Investment (III) Pte Ltd., and Adera Global Smart Tech Pte Ltd..

Before joining Hildrics Capital, Mr. Choo served as the Managing Director and Head of Industry Groups within the Group Commercial Banking Division of United Overseas Bank (UOB) Singapore for a tenure of 13 years. In this role, he oversaw UOB's portfolio of mid-cap companies in Singapore, Malaysia, Thailand, and Indonesia.

Furthermore, Mr. Choo played a pivotal role as UOB's representative for InnoVen, a collaborative venture between UOB and Temasek, dedicated to offering venture debt to burgeoning startups and rapidly expanding enterprises across India, China, and Southeast Asia since its establishment in 2015.

He does not hold any directorship in any other public company or listed issuer in Malaysia at present.

Notes:

i. *Save for Mr. Tai Qisheng and Mr. Tai Qiyao, none of the other Directors have any family relationship with any Director and/or major shareholder of the Company.*

ii. *None of the Directors have any conflict of interest with the Company.*

iii. *None of the Directors have been convicted of any offence within the past 5 years (other than traffic offences, if any), nor public sanction or penalties imposed by the regulatory bodies during the financial period from 1 July 2023 to 30 June 2024 (FYE 2024).*

iv. *The attendance of the Directors at Board Meetings held during FYE 2024 is disclosed in the Corporate Governance Overview Statement.*

v. *Details of the Directors' shareholdings and warrantholdings in the Company are provided in the Analysis of Shareholdings and Warrantholdings section in this Annual Report.*

KEY SENIOR MANAGEMENT

Chuah Wen Pin – Senior General Manager, GIIB Holdings Berhad ("GHB")
Female, Malaysian, age 54

Ms. Chuah, a qualified Chartered Secretary and Chartered Governance Professional, has nearly 27 years of experience in financial services, property sector, and investments, with a focus on treasury management and international investments.

She joined GHB on 15 November 2023 as Senior General Manager, overseeing finance, treasury and business operations. She is also tasked with the group's expansion plans that include investments management and real property.

Danny Loo – Plant Manager, GIIB Rubber Compound Sdn Bhd ("GRC")
Male, Malaysian, age 44

Mr. Danny holds an MBA and a B.Sc. in Computer Systems Engineering. He has extensive experience in production management, having worked with one of the largest glove manufacturers in the world, where he managed a high-volume production plant. He also has expertise in automation and Industry 4.0 within the manufacturing sector.

In 2022, Mr. Danny joined GIIB Healthcare Products Sdn. Bhd., where he oversaw the operational setup of the glove production operation, from initial testing to the commissioning of the production line. He was subsequently appointed as the Plant Manager of GIIB Rubber Compound Sdn Bhd on 18 June 2024, where he is responsible for managing production operations, supply chain, and quality control for the group's core business unit.

Notes

1. *None of the Senior Management has any directorship in public companies and listed issuers.*
2. *None of the Senior Management has any family relationship with any Director and/or major shareholder of the Company.*
3. *None of the Senior Management has any conflict of interest with the Company.*
4. *None of the Senior Management holds any shares in the Company.*
5. *None of the Senior Management has been convicted for offences within the past 5 years (other than traffic offences, if any) and there were no public sanctions or penalties imposed by the relevant regulatory bodies during the financial period from 1 July 2023 until 30 June 2024.*

ADDITIONAL COMPLIANCE INFORMATION

Audit Fees and Non-Audit Fees

The amount of audit and non-audit fees paid and payable by the Company and Group to the Company's external auditors or firm affiliated to the external auditors' firm for the financial year ended 30 June 2024 are as follows:

	Company RM	Group RM
Audit services	100,000	197,000
Non-audit services	9,000	9,000
Total	**109,000**	**206,000**

Material Contracts

There were no material contracts entered into by the Company and its subsidiaries involving the Company's Directors' and/or major shareholders' interests, either still subsisting at the end of the financial year ended 30 June 2024, or which were entered into since the end of the previous financial year.

Utilisation of Proceeds

On 7 November 2023, the Company announced a Proposed Private Placement of up to 10% of the total number issued shares of GIIB (excluding treasury shares, if any) pursuant to Sections 75 and 76 of the Companies Act 2016 ("Proposed Private Placement"). On 29 April 2024, the Company completed the Proposed Private Placement with the listing of 59,129,300 placement shares with a cash proceeds of RM 4,730,344.

As at 21 October 2024, the status of utilisation of proceeds raised from private placement which were completed on 29 April 2024 is as follows:

Utilisation purposes	Proposed utilisation as set out in the announcement dated 07 November 2023	Actual utilisation as at 21 October 2024	Proposed utilisation of the remaining proceeds	
	Amount	Amount	Amount	Intended timeframe for utilisation
	RM'000	RM'000	RM'000	
Working capital	3,810	3,810	-	Fully utilised
Upkeep of machinery and equipment	800	800	-	Fully utilised
Estimated expenses for the Private Placement	120	120	-	Fully utilised
Total	4,730	4,730	-	

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT

The Board of Directors of GIIB Holdings Berhad ("the Company") is pleased to present the Report of the Audit and Risk Management Committee of the Company ("ARMC") for the financial year from 1 July 2023 to 30 June 2024 (FY 2024).

Membership and Meetings

Chairman
H'ng Boon Keng

Members
Datuk Firmansyah Aang Bin Muhamad
Jung Hee Won *(appointed on 29 March 2024)*

Following the resignation of Mr. Lim Teck Seng as a Director and member of the ARMC of the Company on 26 June 2023, the ARMC was not constituted since then, as the composition of the ARMC comprises less than three (3) members. In addition to that, the resignation of Madam Wong Ping Kiong as a Director of the Company on 29 September 2023 had resulted in the Company not having a female Director. As such, the Company was not in compliance with paragraph 15.09(1)(a) (Composition of the Audit Committee) and paragraph 15.02(1)(b) (at least one (1) female Director) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("MMLR") up to 29 March 2024.

The Company has applied, and Bursa Securities has granted extension of time to the Company until 31 March 2024 to comply with Paragraphs 15.02(1)(b) and 15.09(1)(a) of the MMLR for the appointment of a new female Director and a new ARMC member.

Subsequent to the appointment of Ms. Jung Hee Won as a member of ARMC on 29 March 2024, the ARMC now comprises 3 members, all of whom are Independent, Non-Executive Directors. The Chairman of the ARMC is a qualified accountant and a member of the Malaysian Institute of Accountants. The composition complies with the MMLR.

1. TERMS OF REFERENCE

The ARMC operates in accordance with its Terms of Reference ("TOR"), which can be viewed on the Company's website at www.giibworld.com.

2. MEETINGS

Since 26 June 2023, the Company was not able to comply with paragraph 15.09(1)(a) of the MMLR as the composition of the former ARMC fell below the required minimum of 3 members and was not constituted. As such, the unaudited quarterly results for the fourth quarter ended 30 June 2024, first quarter ended 30 September 2023 and second quarter ended 31 December 2023, which require deliberations and recommendation by the ARMC, were deliberated directly by the Board.

Due to the above non-compliance of Paragraph 15.09(1)(a) of the MMLR, the ARMC only held one (1) meeting for FY 2024 and had accordingly complied with the frequency of meetings requirement under its TOR. The attendance of each member who was in office during FY 2024, is as follows:-

Name of Director	Designation	Meetings Attended
H’ng Boon Keng	Chairman	1/1
Datuk Firmansyah Aang Bin Muhamad	Member	1/1
Jung Hee Won *(Appointed on 29 March 2024)*	Member	1/1

The Executive Directors, together with the members of the Management were invited to attend the ARMC meetings particularly to provide clarification on audit and risk related issues and to report on the operations.

The ARMC chairman reports the proceedings of the ARMC meetings to the Board after every ARMC meeting. Minutes of the ARMC meetings are circulated to all members of the Board and significant issues be brought up and discussed at Board meetings.

2. SUMMARY OF ACTIVITIES CARRIED OUT BY THE ARMC

The ARMC carried out the following activities during FY 2024:-

Financials

a. Reviewed the unaudited consolidated quarterly financial results for the 3-month period from 1 January 2024 to 31 March 2024 before they were presented to the Board for approval.

b. Reviewed the other significant accounting issues arising from the audit for FY 2024.

Matters relating to external auditors

a. Reviewed the audit planning memorandum in respect of the audit for the financial statements of the Company and Group for FY 2024 presented by the external auditors.

b. Met with the external auditors without the presence of Executive Directors and the management to discuss the overall assessment of the Group, to ensure that issues, if any, are brought to the attention of the ARMC and to provide the external auditors with an avenue to express any concerns they may have.

c. Discussed with the external auditors, the Group’s audit, the auditors’ responsibilities, scope of audit work and areas of audit emphasis in respect of the Group’s financial statements.

d. Reviewed the audit services and non-audit services provided by the external auditors and their corresponding fees incurred.

Matters relating to internal auditors

a. Reviewed and approved the internal audit annual plan for years 2025 and 2026 to ensure adequate scope and coverage of the Group's activities based on identified and assessed key risk areas.

b. Reviewed the internal audit report, including management's responses to the observations raised by the internal auditors, and action plans to be implemented by the management on the issues reported. During the ARMC meetings, discussed significant reported matters with management together with the internal auditors to reaffirm a common understanding of the issues and management's commitment to improve the current system of internal control to address the issues.

3. INTERNAL AUDIT FUNCTION

The Company recognised that internal audit function is essential in ensuring the effectiveness of the Group's systems of internal control and is an integral part of the risk management process. The internal audit function for the Group has been outsourced to an external consultant who performs independent review of the Group's key processes and control system that are in place.

The internal audit activities were carried out according to the internal audit plan that was approved by the ARMC. The ARMC has evaluated the effectiveness of the outsourced internal auditors by reviewing the results of its works in ARMC meetings.

The internal audit function is independent of the activities or operation it audits and reports directly to the ARMC. The internal auditors assisted the ARMC in discharging its duties and responsibilities to provide assurance on the adequacy and effectiveness of the system of internal control by conducting independent and systematic review of the internal control processes in addressing the risks identified and that established policies and procedures, applicable laws and regulations are complied with.

Summary of activities of the internal auditors

a. The internal auditors adopt a risk-based approach to plan and prioritise audit work focusing on high-risk auditable areas, which include review of the adequacy of operational and accounting controls, compliance with applicable laws and regulations, established policies and procedures as well as governance processes.

b. In FY 2024, the Company appointed PKF Risk Management Sdn Bhd to conduct audits of operations under the various business divisions and corporate functions. The area covered was credit control management on GIIB Rubber Compound Sdn Bhd

c. The internal auditors submitted their audit report and the status of the internal audit plan for review and approval by the ARMC. Included in the report was recommendations for corrective measures on risks or internal control weaknesses identified, if any, for implementation by Management.

The Company has spent RM57,941.32 on internal audit functions in FY 2024.

4. EVALUATION OF THE ARMC

The evaluation of the term of office and performance of the ARMC and each of its members is carried out annually by the Joint Nomination and Remuneration Committee (“JNRC”) and presented to the Board for information. An evaluation was carried out on the term of office, competency and performance of the ARMC and each of its members for FY 2024 by the JNRC.

The Board was satisfied that the ARMC and its members have discharged their functions, duties and responsibilities in accordance with the ARMC's terms of reference and supported the Board in ensuring that the Group upholds the relevant corporate governance standards.

5. TRAINING

Details of training programmes and seminars attended by each ARMC member during FY 2024 is reported in the Corporate Governance Overview Statement under Directors’ Training.

GIIB – CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of Directors of GIIB Holdings Bhd (“GIIB” or “the Company”) (“Board”) is committed to upholding high standards of corporate governance to safeguard the interests of shareholders and enhance the value of the Company. This Corporate Governance Overview Statement (“the Statement”) summarises the application of the Best Practices, Principles and Recommendations of the Malaysian Code on Corporate Governance (“MCCG”) throughout the financial year ended 30 June 2024 (“FY 2024”) by the Company and its subsidiaries (“Group”).

This Statement is prepared in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“MMLR”) and it is to be read together with the Corporate Governance Report 2024 of the Company (“CG Report”) which can be found on the Company’s website at www.giibworld.com. The CG Report provides details of the Company’s application and departures, including alternative practices of the principles and recommendations of MCCG.

In general, the Company has complied with all material aspects of the principles set out in the MCCG in FY 2024 to achieve the intended outcome.

PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS

The Board is the principal governing body of the Company and each Director is appointed to hold strict responsibility and accountability to shareholders for the management of business and strategic directions of GIIB. The Board is also committed to take full responsibility for the Company’s overall corporate governance practices and standards.

Board Charter

In performing its duties, the Board is guided by its Board Charter that sets out the roles, responsibilities, compositions, principles, powers, board committee, board meeting procedures, amongst others. The governing principles laid out in the Board Charter are scripted to regulate not only the Board’s conduct, but also each individual directors, C-Suite Executives, Company Secretary and other matters reserved for Board approval. The Board Charter can be viewed on the Company’s website at www.giibworld.com.

Roles and responsibilities of the Board

The Board’s main roles are to create long-term value for its shareholders and various stakeholders, and provide leadership to the Group. The Board is primarily responsible for the overall corporate governance of the Group including reviewing, adopting and approving the Group’s overall strategic direction, business plans, key operational initiatives, annual budget, major acquisitions or disposal of undertakings, capital commitments and funding decisions. Further, the Board also oversees the conduct and sustainability of the Group’s business, assuming the responsibility for succession planning, reviewing the risk management process and internal control systems to minimise the downside risk for the Group in its business endeavours and to ensure compliance with relevant rules and regulations.

Board Composition

The Board comprises individuals with diverse experience, skills, and expertise, ensuring effective leadership and oversight of the Company’s strategic direction. As of 29 March 2024, the composition of the Board is in line with Paragraph 15.02 of the MMLR, which requires at least one-third of the Board to be independent.

The independent non-executive directors have met the independence criteria as prescribed under the MMLR and MCCG. Their independence is crucial to ensure that the Board functions in an objective manner.

Responsibilities of the Chairman and Chief Executive Officer (CEO)/Executive Directors (EDs)
The role of the Chairman and the CEO/EDs are distinct and separate to ensure there is balance of power and authority. The Chairman of the Board is an Independent Non-Executive. He is responsible for the leadership, effectiveness, conduct and governance of the Board. He also holds the responsibility of ensuring that the Board works in line towards meeting the overall business strategies.

The Chairman is not a member of any Board Committee to ensure there is proper check and balance as well as objective review by the Board. The Board acknowledges that having the same person assume the positions of Chairman of the Board and Chairman of the Board Committees gives rise to the risk of self-review and may impair the objectivity of the Chairman and the Board when deliberating on the observations and recommendations put forth by the Board Committees.

Role of the CEO and ED
The CEO and ED are responsible for the day-to-day management of the entire Group and its businesses and implementation of the Board's policies and decisions. The CEO and ED are accountable to the Board for all the decisions and activities relating to all matters affecting the operations, management, performance, strategies of the business, staffing of the Company and/or Group and for the procedures in financial and other matters including conduct and discipline; except for matters reserved for the Board's approval. The CEO and ED are appointed to undertake the duty to lead the business, drive and implement the Company's strategic direction and initiatives.

Role of the Independent Directors
Our Independent Directors are responsible in providing impartial and objective views, consideration, advice, judgement and ensures that discretion exercised by the Board in decision making remain objective and independent whilst assuring the interest of the Company is protected and the interest of other parties such as minority shareholders are addressed and adequately protected as well as being accorded with due consideration. The Independent Directors provide a check and balance to the Board's decisions and strategies.

Role of the Company Secretary
Our Company Secretary is responsible for ensuring that all the Company's statutory records are properly maintained at the registered office, all relevant reports and data are filed accordingly. The Company Secretary plays a key role in advising the Board on matters relating to legislation, regulation, directors' responsibilities, obligations and duties to Bursa Securities, restrictions and disclosures, corporate governance and other secretarial matters.

The Board is supported by a suitably qualified Company Secretary who provides advisory services, particularly on applicable governance best practices, corporate administration and Board processes to facilitate overall compliance with the MCCG, Companies Act 2016 and applicable laws and regulations. All Directors have unrestricted access to the advice and services of the Company Secretary when necessary. The Company Secretary attends all Board and Board Committee meetings to witness and ensure that meeting agendas are properly convened and accurately recorded.

Tenure of Independent Director
The tenure of an Independent Director shall not exceed a cumulative term of nine (9) years. However, upon completion of the nine (9) years tenure, the Independent Director may continue to serve the Board subject to the Director's re-designation to a Non-Independent Director. In the event the Director is to remain designated as an Independent Director, the Board shall first justify and obtain shareholders' approval on a year to year basis through a two-tier voting process.

The Board recognises that the limit of the tenure may cause loss of experience and expertise that are important contributors to the efficiency of the Board. As such, the overall performance of the relevant Board member will be assessed by the Joint Nomination and Remuneration Committee upon completion of his/her nine-year tenure. If there is a strong justification for the Board member in question to remain as an Independent Director, then the Board will justify and recommend the same to the shareholders for their approval.

In reference to above stated, currently, none of the Company's Independent Director has served a tenure of more than nine (9) years consecutively.

Board Meetings and Time Commitment
The Board meets at least four (4) times a year at quarterly intervals with additional meetings convened where necessary to deal with urgent and important matters that require the attention and/or approval of the Board.

During FY 2024, seven (7) Board meetings were held. Based on the attendance by Directors who held office during FY 2024, the Board is satisfied with the level of time commitment of the Directors towards fulfilling their roles and responsibilities as Directors. The record of attendance of the Directors at Board meetings and various Board Committees' meetings for FY 2024 is disclosed in the table below:-

Name of Director	Board	ARMC	JNRC
Dato' Sri Hj Wan Adnan Bin Wan Mamat	6/7	-	-
Tai Qisheng	7/7	-	-
Tai Qiyao	7/7	-	-
Choo Kee Siong *(Appointed 10 May 2024)*	-	-	-
H'ng Boon Keng	7/7	1/1	2/2
Datuk Firmansyah Aang Bin Muhamad	6/7	1/1	1/2
Jung Hee Won *(Appointed on 29 March 2024)*	1/1	1/1	2/2

All the Directors do not hold directorships more than that prescribed under the MMLR.

In FY 2024, all the Directors attended more than the minimum of 50% of Board meetings held as stipulated under paragraph 15.05 of the MMLR. Additionally, in between Board meetings, the Directors also approved various matters requiring the sanction of the Board by way of circular resolutions supported with relevant information and explanations to form the basis of the decision. This information enabled the Board to make informed decisions. All circular resolutions approved by the Board are tabled for notation at the subsequent Board meeting.

Access to information and advice
Meetings of the Board, Board Committees and Annual General Meetings are scheduled in advance prior to each financial year to enable all the Directors to plan and coordinate their availability. The Directors receive notices of meetings typically at least five (5) business days prior to the date of the meeting, setting out the agenda for the meetings, complete with a full set of meeting papers sent via email and hardcopy. The meeting papers provide sufficient details of matters to be deliberated during the meeting and the information provided therein is not confined to financial data but includes non-financial information, both quantitative and qualitative, which are deemed critical for the Directors' knowledge and information in arriving at a sound and informed decision. Where necessary, senior management and/or external professionals are invited to attend these meetings to clarify and/or explain matters being tabled.

Minutes of Board meetings together with decisions made by way of resolution passed are duly recorded and properly kept by the Company Secretary.

The Board also perused the recommendations deliberated by the Board Committees through their respective minutes of meetings and through the briefing by the Chairman of the respective Board Committees. The Chairmen of the respective Board Committees is responsible for informing the Board at the Board meetings of any salient matters noted by the Board Committees and which may require the Board's direction or decision. Minutes of Board and Board Committees meetings are circulated in a timely manner for comments. Action items are highlighted for follow-up by Management.

The Board and Board Committee materials and information such as agenda, minutes, Board papers and other respective documents where relevant containing details and updates on operations, financials, investments and corporate developments are delivered prior to the meeting to all Directors. Thus, allowing sufficient time for all Directors to study and understand the related material and obtain further information and clarification from the management on the issues to be deliberated. In the event that there is a potential conflict of interest, it is mandatory practice of the Director concerned to declare his/her interest and abstain from any Board decisions and/or voting.

The Board members have access to the advice and services of the Company Secretary and senior management for the purpose of the Board's affairs and the business. The Board, whether as a full Board or in their individual capacity, in the furtherance of their duties and responsibilities, may seek independent professional advice at the Company's expense.

BOARD COMMITTEES
The Board established the following Board Committees to assist in carrying out its duties and responsibilities and delegates certain functions to these Board Committees to assist in the execution of its responsibilities:-
i. Audit and Risk Management Committee ("ARMC"); and
ii. Joint Nomination and Remuneration Committee ("JNRC").

The Board Committees operate under clearly defined Terms of Reference ("TOR") approved by the Board. The TORs of the respective Board Committee are periodically reviewed and assessed to ensure that the respective TORs remain relevant and adequate in governing the functions and responsibilities of the committee concerned and reflect the latest developments in the MMLR and the MCCG.

The Chairmen of the respective Board Committees reports to the Board on the outcome of the Board Committees' meetings and issues, of which the next course of action and decision will ultimately be the responsibility of the Board.

Audit and Risk Management Committee
The ARMC comprises three (3) Independent Directors and operates under clearly defined TOR. The ARMC is entrusted with the responsibility of overseeing and assisting the Board in fulfilling its regulatory obligations in the areas of financial reporting, internal control systems, risk management, internal and external audit functions. The ARMC is also responsible in reviewing its TOR, so that it remains relevant and reflects the changing legal, regulatory and ethical standards of the industry. Details of the ARMC could be found in the ARMC Report in this Annual Report.

Joint Nomination and Remuneration Committee
The JNRC comprises three (3) Independent Directors. A total of two (2) meetings were held during FY 2024. Details of attendance of each member of the JNRC who held office during FY 2024 are shown in the section on ‘Board Meetings and Time Commitment”.

Authority, duties and responsibilities of the JNRC
The JNRC is governed by its TOR which is available on the Company’s website at www.giibworld.com.

Summary of Activities of the JNRC
During FY 2024, the main activities carried out by the JNRC included the following:-
(i) Reviewed the changes in terms of composition of the Board, and the roles of proposed new Directors.
(ii) Reviewed the profiles of a list of candidates for the positions of Independent Directors of the Company, and endorsed their remuneration packages.
(iii) Reviewed and deliberated on the proposed revision to the remuneration packages of the Executive Directors and Independent Directors.
(v) Recommended the re-election of retiring Directors.
(vi) Reviewed and assessed the required mix of skills, expertise and experience required by the Board and of the individual Directors and members of the Board Committees.
(vii) Evaluated the effectiveness of the Board as a whole, the Board Committees, and the contribution of each individual Director by undertaking an evaluation process involving self-assessment by individual Directors.
(viii) Evaluated the independence of the Independent Directors.
(ix) Evaluated the term of office, competency and performance of the ARMC and its members as a whole.

Re-election of Directors
Clause 94 of the Company’s Constitution provides that 1/3 of the Directors for the time being or if their number is not 3 or a multiple of 3, then the number nearest to 1/3, shall retire from office by rotation at an annual general meeting (“AGM”) of the Company provided always that all Directors shall retire from office at least once in every three (3) years but shall be eligible for re-election. Clause 101 of the Company’s Constitution further provides that any newly appointed director shall hold office only until the next following AGM of the Company and shall be eligible for re-election but shall not be taken into account in determining the retirement of directors by rotation at such meeting. Mr. Tai Qiyao, Datuk Firmansyah Aang bin Muhamad, Ms. Jung Hee Won and Mr. Choo Kee Siong is standing for re-election as Directors of the Company.

Remuneration of Directors and Senior Management
The JNRC, which consists exclusively of Independent Directors, assists the Board on matters relating to the development, establishment, review and revision, and implementation of policies and procedures on the remuneration of Directors and Senior Management personnel.

Directors’ remuneration is aligned with the business strategy and long-term objectives of the Group and complexity of its activities. The remuneration packages for the Chief Executive

Officer and Executive Director are structured to reflect the demands of the Group's operations as well as the talent pool, and to link rewards to corporate and individual achievements comprising both fixed and variable elements. The remuneration packages reflect the scale and complexity of both the business and the role, and have to be competitive with the market. Executive Directors are not involved in deciding their own remuneration.

The remuneration packages for Non-Executive Directors comprise fixed fee and meeting allowances which are not linked to the financial results. The remuneration packages are structured to reflect the responsibilities, experience required and time demanded in discharging their duties and responsibilities. Where applicable, the Board also takes into consideration any relevant information from survey data. The remuneration payable to Non-Executive Directors is subject to shareholders' approval at the annual general meeting ("AGM") of the Company and Directors who are also shareholders will abstain from voting at the AGM to approve their own remuneration.

All Executive and Non-Executive Directors are subject to annual performance assessments, serving the bases to determine their variable compensation and other respective benefit-in-kind payments.

The Company has not applied Practice 4.4 of the MCCG. However, the Board is mindful that setting sustainability targets require the Company to carefully examine the attainability of the targets, which should be weighed against the Company's ambitions and goals. And as such, a comprehensive study is required to ensure that the key performance indicators set for the Senior Management and Board evaluation are appropriate, measurable and aligned to the Company's long-term sustainability strategy. The evaluation of such actions has yet to be embedded in the annual performance evaluation of the Board and Senior Management.

All the respective principles and framework are outlined in the JNRC's TOR which can be viewed on the Company's website at www.giibworld.com.

Details of the aggregate remuneration of the Directors of the Company during FY 2024 are categorised as follows:

Name of Director	**Fees**	**Remuneration**	**Other emolument**	**Total**
	RM '000	**RM '000**	**RM '000**	**RM '000**
Non-Executive Directors				
Dato Sri Hj Wan Adnan Bin Wan Mamat	90	-	10.5	100.5
Choo Kee Siong *(Appointed 10 May 2024)*	12	-	-	12
H'ng Boon Keng	90	-	12.5	102.5
Datuk Firmansyah Aang Bin Muhamad	90	-	9.5	99.5
Jung Hee Won *(Appointed on 29 March 2024)*	18	-	4.5	22.5
Executive Directors				
Tai Qisheng	40	588	7	635
Tai Qiyao	40	393	7	440

The remuneration for the Senior Management are as follows:-

Range of Remuneration (RM)	Number of Senior Management
Below 50,000	1
50,000 to 100,000	1
100,001 to 150,000	1
150,001 to 200,000	0
200,001 to 250,000	1
Total	**4**

The Company has not applied Practice 8.2 of the MCCG. The Board is of the view that it would not be in the best interest of the Group to make detailed disclosure of the top five Senior Management personnel's remuneration with various components on a named basis in view of the competitiveness in the employment market. The Board therefore would like to maintain the confidentiality of these personnel's remuneration details.

The Board nonetheless strives to ensure that the remuneration package of the Senior Management of the Group is reviewed annually during the Company's annual performance review and measured against the targets set for the financial year and that the remuneration package of the Senior Management is fair and commensurate with the performance of the Company and the contributions made by the Senior Management.

Equally important, the Board also strives to ensure that the remuneration package of the Senior Management of the Group is able to retain and motivate the Senior Management to excel in their respective roles as well as attract qualified personnel from outside to join the Group.

The adjustment in the senior management's remuneration is based on the financial performance of the Company and the performance of the individual staff.

Directors' Training

The Board regards Directors' training and development as a vital anchor for all members of the Board to keep abreast with the subjects of regulatory changes and corporate governance so that they can relay their duties effectively. Most of the Directors have successfully completed the Mandatory Accreditation Programme I and II as required by Bursa Securities.

The Directors made time to attend external training programmes to equip themselves with the knowledge to discharge their duties more effectively and to keep abreast of developments on a continuous basis in compliance with paragraph 15.08 of the MMLR.

Details of training programmes and seminars attended by the current Directors during FY2024 are as follows:

Name of Director	Training	Date
Dato Sri Hj Wan Adnan Bin Wan Mamat	Mandatory Accreditation Program 2 (MAP 2)	9-10 September 2024
Tai Qisheng	UOBM and MPMA Sustainability Compass Rubber ESG Conference 2024 Mandatory Accreditation Program 2 (MAP 2)	5 December 2023 17-18 January 2024 6-7 August 2024
Tai Qiyao	Management of Cyber Risk Rubber ESG Conference 2024 Capital Markets Malaysia ESG Week Mandatory Accreditation Program2 (MAP 2)	12 October 2023 17-18 January 2024 13-17 May 2024 6-7 August 2024
Choo Kee Siong	Mandatory Accreditation Program (MAP)	14-15 August 2024
H’ng Boon Keng	MIA Webinar: MPERS: Practical Issues and Fair Value Measurements MIA Webinar: Cloud Audit Automation for the Future MIA Webinar: The Arrival of ISSB Standards and the Continued Relevance of Integrated ICDM: Navigating The Rising Tide of Financial Crime and Technology SC-AOB Alert for Audit Committees MIA Town Hall 2023/2024 MIA Webinar: Mastering your personal Taxes: Avoiding Common Mistakes in Income Tax Return Form Lodgement MCMTC Seminar-Exploring Various Assistance and Sources of Funding for Mid-Tier Companies ICDM Powertalk: Being Sued as an INED - A Personal Journey MIA Webinar: Ethics Webinar and Quiz MIA -Financial Due Diligence Mandatory Accreditation Program 2 (MAP 2)	04 July 23 08 July 23 04 September 23 08 September 23 27 November 23 06 March 24 07 March 24 08 March 24 10 May 24 15 May 24 27-28 June 2024 6-7 August 2024

Name of Director	Training	Date
Datuk Firmansyah Aang bin Muhamad	Mandatory Accreditation Program 2 (MAP 2)	26-27 August 2024
Jung Hee Won	ICDM Powertalk: Being Sued as an INED - A Personal Journey Mandatory Accreditation Program (MAP) STEP conference: Navigating Succession and Estate Planning in Malaysia and Labuan IBFC Mandatory Accreditation Program 2 (MAP 2)	10 May 2024 15-16 May 2024 27 June 2024 12-13 August 2024

Code of Conduct and Business Ethics

The Directors observe the Company Directors' Code of Ethics promulgated by the Companies Commission of Malaysia, which governs the underlying core ethical values and commitment to lay standards of integrity, transparency, accountability and corporate social responsibility to be followed by the Directors in their business dealings. The Board will periodically review and reassess the adequacy of the Code, and make such amendments to the Code as the Board may deem appropriate. The *Code of Conduct for Directors and Employees* is available on the Company's website at www.giibworld.com

Whistleblowing Policy and Procedures

The Company has established and adopted a *Whistleblowing Policy*, which can be found on the Company's website at www.giibworld.com.

The Policy provides employees with proper reporting channels and guidance to disclose any wrongdoing or improper conduct relating to malpractices, unlawful conducts, any violation of established written policies. The Whistleblowing Policy is also to ensure that fair treatment is provided to both the whistle-blower and the alleged wrongdoer when a disclosure of improper conduct is made. A disclosure of improper conduct can be made in verbal or in writing. The implementation of the policy enables better transparency and accessibility to our stakeholders to report any misconduct that may occur within the Group.

Anti-Bribery and Corruption Policy

The Group has established an *Anti-Bribery and Corruption Policy* which prohibits all forms of bribery and corruption practices. The Group adopts a zero-tolerance approach to bribery and corruption in all its forms. It is committed to conducting business free from any acts of bribery or corruption in upholding high standards of ethics and integrity.

Commitment to Environment, Social and Corporate Governance ("ESG")

The Board is the ultimate authority over the Group's sustainability strategy and governance, reviewing and approving all sustainability-related policies and initiatives. The Management reports its progress to the Board on a half yearly basis in relation to the Group's sustainability initiatives and the holistic approach taken to identify and manage the material sustainability matters that represent our ESG risks and opportunities.

Board Diversity
The Board recognises that gender diversity together with equitable representation at the Board level is an essential element of good governance and a critical attribute of a well-functioning board and for maintaining a competitive advantage. A diverse Board enhances decision-making capability and is more effective in dealing with organisational changes.

The Company has not applied Practice 5.9 and Practice 5.10 of the MCCG. The Board takes cognisance of the best practices recommended under the MCCG to have at least 30% female Directors and endeavours to improve the number of women directors on the Board, based on pre-determined skill sets and competencies although the specific targets on gender diversity for the Company was not set.

In assessing the Board and Senior Management's composition and Board effectiveness, the Board accords due consideration to gender diversity, required mix of skills, experience, independence and other qualities, including core competencies, commitment, integrity and/or other commitments to the Board. The Board is of the view that the suitability of potential candidates for the Board is dependent on the candidate's competency, skills, experience, expertise, character, time commitment, integrity and other qualities in meeting the needs of the Company, regardless of gender. There is currently one female Director on the Board.

PRINCIPLE B – EFFECTIVE AUDIT AND RISK MANAGEMENT

Audit and Risk Management Committee
The ARMC consists exclusively of Independent Directors. The authority, duties and responsibilities of the ARMC and the summary of the work carried out to discharge its duties for FY 2024 are set out in the ARMC Report in this Annual Report.

Suitability and Independence of External Auditors
The external auditors report to the ARMC in respect of their audit on each year's statutory financial statements on matters that require the attention of the ARMC. At least once a year, the ARMC will meet with the external auditors without the presence of the management.

The external auditors declared their independence annually to the ARMC as specified by the By-Laws issued by the Malaysian Institute of Accountants, in their annual audit plan presented to the ARMC. The ARMC also ensures that any provision of non-audit services by the external auditors are not in conflict with their role as auditors.

The Company has a policy requiring any former key audit partner to observe a cooling-off period of at least three (3) years before being appointed as a member of the ARMC. This policy is included in the TOR of the ARMC. The ARMC annually assesses the audit quality, suitability, objectivity, effectiveness and independence of the external auditors.

For FY 2024, the ARMC has assessed the performance, competency, independence, technical capabilities and resource sufficiency of the external auditors. Based on the assessment, the ARMC was satisfied with the independence and performance of the external auditors and recommended to the Board to put forth a proposal for their re-appointment at the forthcoming 20th AGM of the Company.

Risk Management and Internal Control Framework
The Board has established a risk management framework that outlines the Group's risk management system and defines Management's responsibilities. The Group's risk appetite and risk tolerance are managed via limits to approving authority incorporated into the Group's policy and procedures manuals. Details of the framework are set out in the Statement of Risk Management and Internal Control in this Annual Report.

The Board has delegated the overall responsibility for reviewing and monitoring the adequacy and integrity of the Group's risk management and internal control framework to the ARMC. The ARMC is supported by the Risk Management Committee ("RMC") and the internal auditors.

The RMC assists the ARMC to identify, assess, mitigate and monitor critical risks highlighted by business units and implements risk management policies and strategies approved by the Board. The internal auditors undertakes the internal audit function, assists the ARMC to review, evaluate and monitor the effectiveness of the Group's governance, risk management and internal control processes.

The Statement on Risk Management and Internal Control as set out in this Annual Report provides an overview of the management of risks and state of internal controls within the Group.

Internal Audit Functions
The Board has outsourced the Company's internal audit function to a professional firm, PKF Risk Management Sdn Bhd ("PKF" or "Internal Auditors") who reports directly to the ARMC. The Internal Auditors provide an independent evaluation of the effectiveness and adequacy of the Company's system of internal control and risk management. The Internal Auditors' report pertaining to audit findings on possible weaknesses within the systems of control is evaluated by the ARMC, and subsequently table the internal audit plan for management discussion and final recommendations for Board's approval.

The function of the Internal Auditors and the work carried out to discharge its duties for FY 2024 are set out in the ARMC Report in this Annual Report.

Compliances concerning risk recognition and management and a detailed report of the ARMC for FY 2024 is set out separately in this Annual Report.

PRINCIPLE C – INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS

Communication with Stakeholders
The Board recognises the importance of transparent and timely communication with our shareholders, stakeholders and prospective investors. It is the Company's responsibility to provide sufficient and accurate information to enable shareholders to make informed decisions with respect to the Company's business, policies, environment and social responsibilities.

The Company communicates with shareholders, other stakeholders and the public through various channels including announcements to Bursa Securities, quarterly financial results, annual reports and where appropriate, circulars and press releases, at shareholders' general meetings, analysts and media briefings and in the Company's website at www.giibworld.com. In addition, interviews conducted from time to time by local journalists with the management team are reported in the local newspapers and information on the Group and its business activities is also available in the Company's website at www.giibworld.com.

The Company's website incorporates an Investor Relations section which provides all relevant information on the Company and is accessible by the public. This Investor Relations section enhances the Investor Relations function by including analyst reports, all announcements made by the Company, annual reports as well as the corporate and governance structure of the Company.

The Company will continue to leverage technology to broaden its channel of dissemination of information and to enhance the quality of engagement with shareholders.

Conduct of General Meetings

The Company's AGM remains the principal forum of communication and open dialogue with the shareholders of the Company. All Directors, Chairmen of the Board and Board Committees including the Company Secretary, management team, external and internal auditors are expected to be present to provide an opportunity for all parties to interact directly in person. Questions and answer sessions are also held during AGMs or other general meetings wherein the Directors, Company Secretary and the external auditors are available to answer questions raised by the shareholders. This enables shareholders to extend their queries directly and gain insights of the Company's business, financial position and plans moving forward. The Company will continue, through these general meetings, to conduct effective communication and receive constructive feedback from the Company's shareholders and stakeholders.

In part due to the Covid-19 pandemic, the Company has held its AGMs virtually since 2020. Shareholders have been able to participate remotely via live streaming webcast and vote in absentia using remote participation and voting facilities. The Company will continue to monitor developments in the market for more cost effective technology to enable shareholders to participate and vote at AGMs remotely.

In compliance with the MCCG, the Company gives its shareholders 28 days' notice prior to the AGM, so as to give sufficient time to shareholders to consider the resolutions that will be discussed and decided at the AGM. The notice of AGM also provides detailed explanation for each resolution proposed to enable shareholders to make informed decisions in exercising their voting rights.

In line with the MMLR, voting at all general meetings are conducted by poll as poll voting reflects shareholders' views more accurately and fairly as every vote is properly counted in accordance with the one share, one vote principle. An independent scrutineer is appointed to observe the polling process and to tabulate the polling results.

Both this Statement and the CG Report were approved by the Board on 21 October 2024.

SUSTAINABILITY STATEMENT

About this Statement

At GIIB Holdings Berhad & its Subsidiaries (“GIIB”), sustainability is at the heart of our mission to create long-term value for our stakeholders while safeguarding the planet for future generations.

GIIB’s Sustainability Statement 2024 (“Statement”) covers the reporting period from **1 July 2023 to 30 June 2024** (“FY 2024”). In FY 2024, we have continued reviewing our sustainability approaches which covers economic, environmental, communal and governance. Our scope and boundaries cover our entities and operations in Malaysia.

This Statement has been prepared with data collected internally and in-line with the principles of good corporate governance and transparency. While this Statement was not subject to external assurance by internal audit or independent third parties, it has undergone internal management review.

This Statement may also contain certain forward-looking statements relating to future performance where such statements are premised on current assumptions and circumstances, which could change, hence they necessarily involve uncertainty. Various factors could cause actual results to differ materially from those expressed or implied by these forward-looking statements.

About GIIB

GIIB has been in the rubber manufacturing and rubber technology business for over 30 years. Most of our products that are developed and manufactured focus towards a better tomorrow. The products made and sold by GIIB are made to reduce wastages, landfill and are naturally recyclable.

Our products have contributed ominously to the environment over the years, The **Supercool tyre retreading liners** help in recycling worn tyres and extending its life by up to 5 times. The quality is recognised by top brand tyre manufacturers. As an endorsement of our efforts in managing our business environmental impact, GIIB is certified with the **ISO14001:2004 for Environment Management**.

In line with the Environment, Social and Governance (ESG) framework adopted by GIIB and Bursa Malaysia Securities Berhad, we are aligning our sustainability approach, practices and performance towards fostering greater sustainability governance throughout the Group. Within our sustainability statement, we have made the effort to highlight our strategic approach to addressing business and social sustainability that is seeded though our operations and corporate governance.

Sustainability Governance

Operating our business in accordance with strong corporate governance is not only key to our business performance but it makes up an integral part of our sustainability methodology. GIIB constantly works to cultivate a company culture that drives all our people to creating value by conducting our business responsibly and conforming to the highest ethical standards and business practices of our industry.

Our ESG governance structure is a fully integrated governance structure where the Board of Directors ("Board") provide oversight on significant ESG factors, an Safety, Health, Environment and Sustainability Task Force manages the policies, initiatives and programmes and all employees are responsible to implement sustainability initiatives, practices and programmes.

The globally recognised Sustainable Development Goals are our guiding principles where we place emphasis on our policies, initiatives and programs.

In GIIB, our current practices and initiatives addresses the Sustainable Development Goals of:

Sustainable Development Goals	Practices & Initiatives
1 NO POVERTY	By providing employment, salaries and trade that provide for life and living for our employees and stakeholders.
2 ZERO HUNGER	By providing the life and living to employees as well as a canteen and pantry for food and sustenance.
3 GOOD HEALTH AND WELL-BEING	By ensuring good Occupational Health and Safety standards at work. Work safety and employee well-being are emphasised in employee handbooks and Human Resource policies.
4 QUALITY EDUCATION	By providing opportunities for employees to upskill and be certified through access to relevant training and education in various disciplines including operation, financial, management and corporate.
5 GENDER EQUALITY	By providing equal work opportunity and career growth irregardless of gender. Performance and capability of each individual employee are prioritised in career growth.
6 CLEAN WATER AND SANITATION	By providing clean access to water in the workplace and accommodation. Investing in facilities to treat water and sanitation from operations.
8 DECENT WORK AND ECONOMIC GROWTH	By ensuring employees are treated fairly, given ample work opportunity and career growth while contributing value to economic growth.

9 INDUSTRY, INNOVATION AND INFRASTRUCTURE	By working closely with industry stakeholders such as Lembaga Getah Malaysia, NanoMalaysia and more for constant innovation and industry sustainability.
10 REDUCED INEQUALITIES	By providing equal work opportunity irregardless of race, economic background and nationality. Ensure good treatment of migrant workers.
12 RESPONSIBLE CONSUMPTION AND PRODUCTION	By constantly optimising energy and water consumption while increasing production efficiency.
13 CLIMATE ACTION	By promoting tyre retreads to reduce landfills, reduce tyre related fires and using ingredients that reduce carbon emissions as well as fuel consumption.
16 PEACE, JUSTICE AND STRONG INSTITUTIONS	By educating employees on anti-corruption and combating organised crime in the running of the business.
17 PARTNERSHIPS FOR THE GOALS	By partnering with key industry stakeholders such as large tyre manufacturers, rubber technology institutions, nanotechnology research groups and ingredients for suppliers to be aligned for various Sustainable Development Goals.

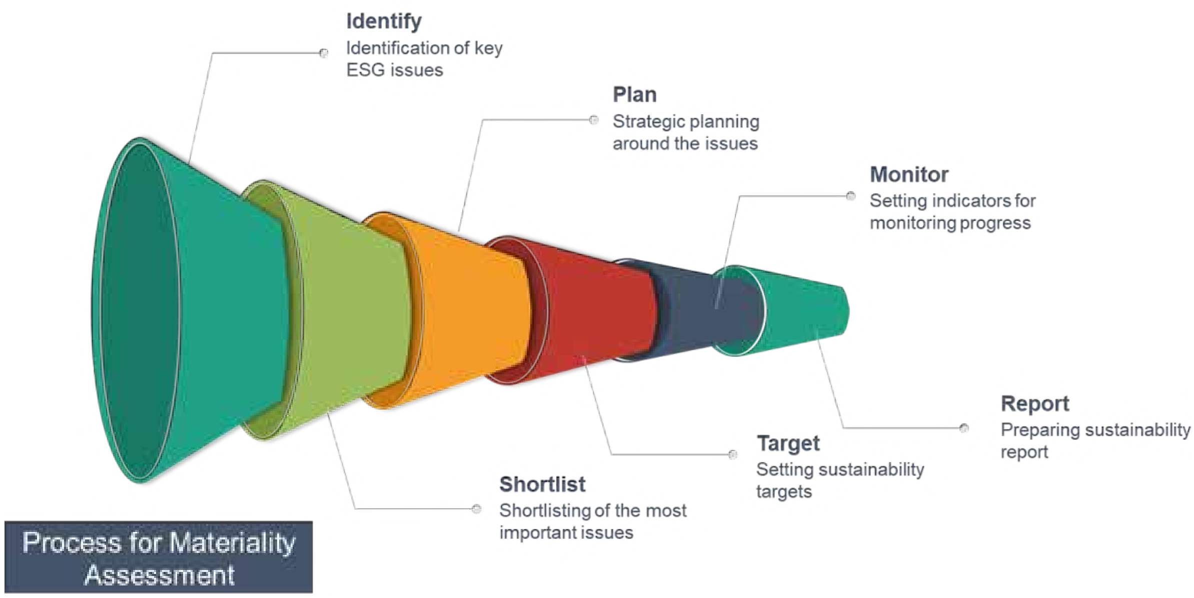
We enforce high ethical standards, including anti-corruption policies, which are communicated through anti-bribery and anti-corruption training for our employees. To ensure these practices are instilled from the top-level down, the Company holds our Board of Directors and management team accountable of their duties through our Board Charter, that sets out the principles and responsibilities of best practices. The Company's Board policies and Company policies serve to embed our commitment towards responsible corporate governance across our operations.

We require all employees to abide by these policies and our ethical standards as stipulated in our employee handbook as they deliver excellence for the Company. In encouraging high standards of honesty and integrity in decision-making and behaviour, we encourage employees to consider the ethical implications and all other aspects of our ethics programme before giving and receiving gifts, in their dealings with third parties such as stakeholders, partners, vendors, and the general public.

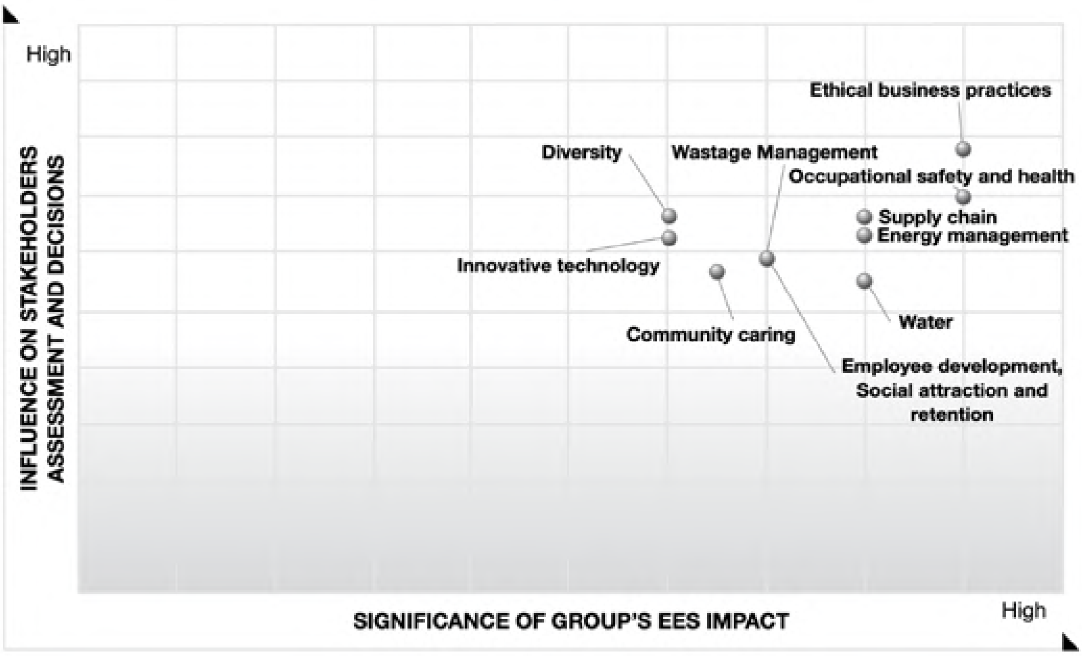
Materiality Assessment

GIIB has adopted the following process to determine the relevant material sustainability topics that are key areas of interest to our stakeholders and that involve substantial Economic, Environment and Social (EES) impacts from its business activities. The assessment took into consideration the views and concerns of the Group's stakeholders such as shareholders, potential investors, customers, suppliers, employees, community and regulators.

The materiality process focuses on the identification, assessment, and prioritisation of the Company's stakeholders and sustainability matters, with the main aim of understanding how material each sustainability matter is to the Company's business and its key stakeholders.



GIIB has identified through our materiality assessment the main ESG factors that may significantly impact the Group’s business or substantially influence the decisions of stakeholders as below:



Ethical Business Practices

In FY 2024, we provided anti-bribery and anti-corruption training to our employees as follows:

Training on Anti-Corruption	Percentage
Management	85%
Operational Staff	75%
Total Average	**80%**

Additionally, during the financial year, we had **zero confirmed incidents** of corruption.

We shall strive to ensure that our employees continue to hold true to the value of integrity, act professionally and ethically. Anti-bribery and anti-corruption training and communication to employees help to provide an in-depth understanding of fraudulent acts and to promote integrity through ethical principles in the course of their duties.

In FY 2024, GIIB contributed RM4,500 to community initiatives, including donations to the **Persatuan Pengajian Agama** and **Lion Dance Society,** supporting religious education in the local community as well as promoting cultural heritage and community engagement through traditional performance arts. These contributions reflect GIIB's commitment to social responsibility and fostering strong ties with the communities in which we operate.

Employee Development, Diversity and Social Rights

It is a matter of fact, that the success of our business cannot be achieved nor sustained without our employees. At GIIB, we have always recognised the importance of developing our human capital and to ensure that their well-being are cared for within the working environment. We take pride in establishing and maintaining a positive working environment that provides individuality, diversity and professional development in all aspects of our employees.

This includes having a cafeteria in our manufacturing facility that provides a balanced diet and a conducive environment for our employees to interact with all levels of the organisation. Friday assemblies are conducted weekly to share challenges and celebrate successes while promoting communication to all employees.

Our employees are given equal opportunity and diversity is encouraged in the workplace. New job openings and roles are fulfilled regardless of gender. Our employee gender distribution is as follows:

Age Group by Employee Category

Age Group	<30 Years Old	30-50 Years Old	Over 50 Years Old
Management	4.55%	54.55%	40.90%
Operation	30.33%	60.66%	9.01%

Gender Group by Employee Category

Gender Group	Male	Female
Management	63.64%	36.36%
Operation	87.70%	12.30%

Percentage of directors by gender and age group

Age Group	<30 Years Old	30-50 Years Old	Over 50 Years Old
Director	0%	37.50%	62.50%

Gender Group	Male	Female
Diretor	75%	25%

We are committed to motivate and develop employees without regard to an individual's ethnicity, race, colour, religion, gender, age and disability. Through a merit-based performance management process, the heads of departments help their teams to identify training needs, skills gaps, and challenges faced at their work, and help chart their individual career development plans.

We also invest in continuous learning and development. In FY 2024, the total training hours for employees were:

Training Hours	Total Hours
Management	63 hours
Operational Staff	245 hours
Total	**308 hours**

The Group shall continue to care for the welfare of all its employees and shall constantly upgrade the employees' skills to meet changing requirements. Constant education and guidance are given to all employees to ensure a high level of job satisfaction at all levels. The investment in employee professional development is crucial to enhance overall performances. The Group strives to maintain a safe and healthy working environment for all the employees.

Foreign employees are made to understand the nature of their job and given the freewill to return to their home country. Their movements are not restricted and they have the freedom outside of work as part of the Company's initiative to banish modern slavery.

Whistleblowing practice is encouraged and is open to any employees, suppliers or third-parties, with the assurance that any report will be properly investigated and treated with confidentiality.

We are pleased to report that no complaints were received from any regulatory bodies in FY 2024 in regards to human rights violations against our employees.

Occupational Safety and Health

GIIB maintains stringent safety protocols throughout its operations and had zero work-related fatalities in FY 2024. Our **Lost Time Incident Rate (LTIR)** was also zero, demonstrating our commitment to a safe work environment.

GIIB is accredited with **OHSAS 18001** (Occupational Health and Safety Certification). Safety procedures form a fundamental part of our business processes, engineering designs and operational workflow of our production. GIIB believes that only by promoting precautions, observing our responsibility and value of reliability, can we uphold our continuous improvement processes and compliance to health and safety standards. Safety measures of GIIB are strictly established throughout our chain of operations, which is published In our Safety Handbook and safety briefings are conducted to visitors of our operation plants. Personal protective equipment are provided to all employees and visitors. Our people are adequately trained and briefed on a regular basis to ensure that there is a clear understanding and execution of the required safety procedures are properly carried out at all times.

GIIB fully comprehends the level of safety precautions that needs to be warranted due to the ultimate use of our products, and the end users of the products, Throughout our manufacturing processes - safety and quality tests are carried at various stages to ensure that all the required indicators are met. Product quality and customer satisfaction is part and parcel of brand promise and identity. To continuously deliver our product quality guarantee, GIIB is proudly certified by various independent certification bodies, including TUV Nord for our ISO:

- ISO9001:2000 Quality Management System
- ISO9001:2008 Quality Management System since 1997

Protecting our environment and climate are major global challenges of our age. Maintaining the natural basis of life for future generations should be part of our corporate responsibility. GIIB has been steadily working towards recycling, reducing waste materials and efficient use of supplies and resources, in hope that we are contributing to ecological progress.

Energy and Resource Management

As a sustainability-driven company, GIIB works to minimise our environmental footprint by optimising resource use. For FY 2024, the Company's energy consumption for FY2024 are as follows:

	July 2022 - June 2023	**July 2023 - June 2024**
Energy Consumption	3,755 MWh	3,895 MWh
Water Consumption	88,390 m^3	80,130 m^3

As a rubber products manufacturer, the production activity requires water for the cooling process. As an effort to reduce our water intake, we have designed a filtration system that filters the water as it is repeatedly pumped through to a cooling tower, and then channelled back to the production area for the cooling process again. This reduces water consumption and at the same time, reduces the risks of contamination to our water systems.

Waste produced by our manufacturing facility goes through a segregation process at every level are reused, recycled or disposed of in a safe and eco-friendly way. For example, used oils are collected and segregated in drums that can be recycled by licensed recyclers or properly disposed accordingly. On the administrative level, we reuse paper and we have implemented digitalising of our document processes in the effort to reduce paper usage within our organisation.

Utilising and guided by our Integrated ISO Management System, which is globally recognised, GIIB's parameters in quality management, environmental management and our occupational health & safety have and will continue to support the Company's continuous improvement and sustainable performance.

Stakeholder Engagements

The sustainability and achievements of our business is enriched by a wide panel of business partners, associates, clients, vendors and stakeholders. Thus, we seek to fulfil our role and responsibility as a corporate citizen wherever our business is present.

Recognising the value and trust of our shareholders and stakeholders, the Company's appointed committees, management executives and Board carry out periodic evaluations and performance reviews to ensure operation optimisation. We recognise that ongoing communication with stakeholders is essential for our growth. In promoting transparency and best practices, we engage in various communication activities to ensure that the correct and accurate information is delivered. In this manner, it will help us to better understand and manage our sustainability and improve our relationship with the extended networks.

Our key stakeholders are outlined in the table below, along with the forms of engagement and key topics of interest that we seek to address. We plan and deploy responsible stakeholders' engagement and promotion activities to communicate with the targeted stakeholders through various platforms, both internally and externally, to upkeep our corporate brand and strengthen our presence in the industry.

Stakeholder	Expected Interest / Information	Communication Mediums
Shareholders	- Business Outlook - Return on Investment - Dividends - Governance of ESG Practices	- Annual Reports - AGM/EGM - Company Website - Investor Briefings
Customers	- Business Outlook - Market Positioning - Product quality and demand - Service quality and offerings - ESG Practices	- Company Website - Social Media - Face-to-face meetings - Business Site Visits - Virtual Meetings
Vendors / Suppliers	- Partnership opportunities - Business relationship - Operation procedures / efficiency	- Business Site Visits - Face-to-Face Meetings - Company Website - Virtual Meetings
Employees	- Career Opportunities / Growth - Work Culture - Skill development/ Support	- Conversation at Work - Training Programmes - Scheduled meetings and business briefings -Performance assessments - Open-door Policy with Management - Virtual Meetings
Government Regulators	- Compliance - Licenses	- Regularly ensure that all certifications / licenses are displayed and presented, as and when necessary - Attend to queries when received - One-on-one meetings when required

In monitoring and identifying the value chain of the ecosystem, we regularly evaluate and meet with all stakeholders to be assured ethical practices and sustainability are consistently considered in our day to day practices and business. Our Board has the ultimate responsibility and works together with the key senior management team to steer the Company's sustainability efforts and performance.

Looking ahead

GIIB has made some development towards formalising sustainability within our business to enhance our initiatives undertaken and our reporting structure.

As we look to the future, GIIB will continue to innovate and invest in sustainable practices that not only reduce our environmental impact but also create meaningful value for our customers, employees, and communities. Our ultimate goal is to build a sustainable business for generations to come.

To achieve this, we will continuously keep abreast of developments in our industry, actively and regularly engage our stakeholders, build upon our existing sustainability framework, and seek to further embed sustainable practices within our businesses so as to improve our overall sustainability performance. We are proud of our work with clients to promote sustainable economic growth in our markets.

Together, with the support of our stakeholders, we will accelerate our journey toward a more sustainable and resilient future.

This Statement has been approved by the Board on 21 October 2024.

STATEMENT OF RISK MANAGEMENT AND INTERNAL CONTROLS

INTRODUCTION

The Board of Directors ("Board") of GIIB Holdings Berhad ("GHB" or the "Group") recognises the paramount importance of maintaining a sound internal control and risk management system. Under the stewardship of the Chief Executive Officer (CEO), these systems are vital to safeguarding shareholders' investments and the Group's assets. Risk management and internal control have been incorporated into the Group's management processes and embedded in its business activities, ensuring a comprehensive approach to organisational safety, governance, and accountability.

The Board is pleased to present this Statement on Risk Management and Internal Control for the financial year ended June 30, 2024, prepared in compliance with Paragraph 15.26(b) of the Bursa Malaysia Securities Berhad Main Market Listing Requirements. This report has been guided by the "Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers."

BOARD RESPONSIBILITY

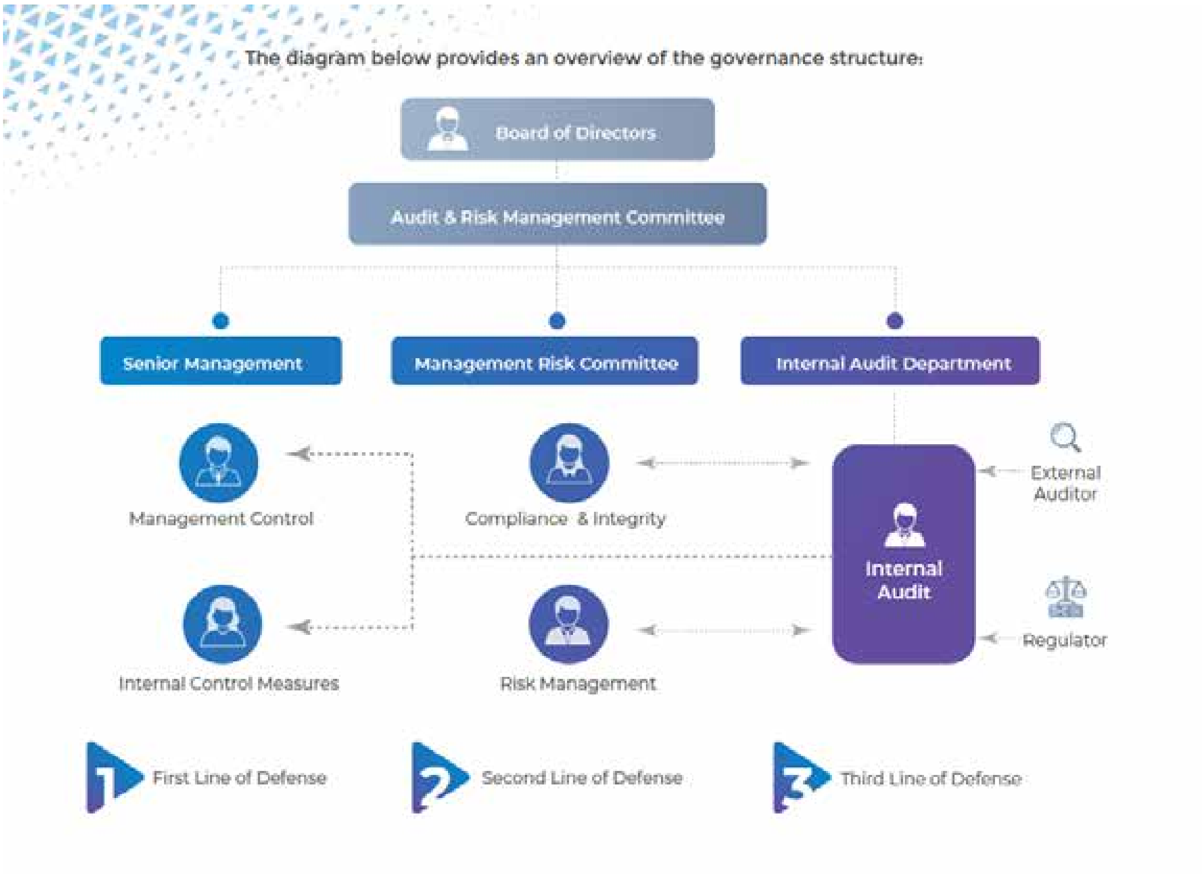
The Board takes ultimate responsibility for the Group's risk management and internal control system. This system encompasses controls over financial reporting, operational processes, and compliance measures. The Board recognises that while the system is designed to be effective, its inherent limitations prevent absolute assurance against all forms of material misstatements, operational failures, or loss.

To ensure the system's continuous relevance and functionality, the Board conducts quarterly reviews to assess its adequacy and effectiveness. These assessments have shown that the system in place is robust and operating effectively. However, the Board acknowledges that no system can eliminate every potential risk entirely, but it can offer reasonable assurance in mitigating significant exposures.

RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK

Risk management is an essential part of the Group's operations and strategy. Department Heads are responsible for managing the risks within their respective areas on a daily basis. At the management level, the Group has established a Management Risk Committee ("MRC"), which works closely with the Audit and Risk Management Committee ("ARMC"). The MRC reports key risks to the ARMC and the Board annually, ensuring that significant risks are identified, monitored, and managed effectively.

The risk management framework adopted by GIIB is designed to ensure that risk identification, analysis, and mitigation processes are integrated into day-to-day operations and decision-making activities. This framework undergoes periodic reviews to remain relevant in the face of changing business environments, including emerging market trends and potential economic shifts. In particular, internal audit plays a key role in assessing the adequacy and effectiveness of the control systems that address these risks.



First Tier of Defense

Senior management and Department Heads hold responsibility for identifying risks and implementing appropriate controls in their respective areas of operations. This line of defense also includes fostering a risk-aware culture, ensuring risk management is integrated into key processes such as project evaluation and execution.

Second Tier of Defense

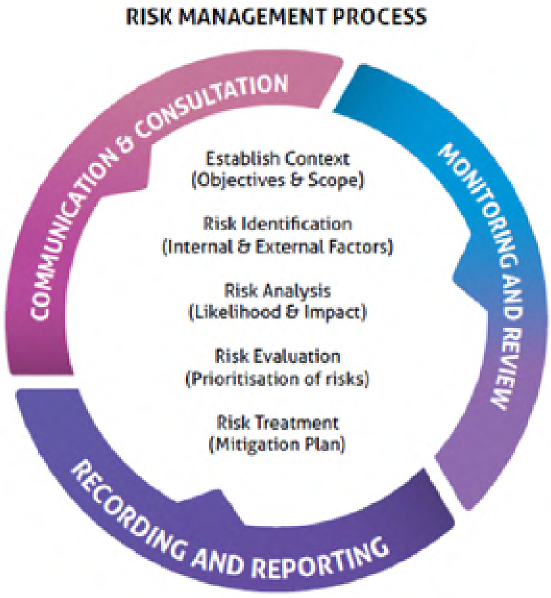
The MRC facilitates the risk management process by ensuring financial risks and compliance issues are identified and addressed. This layer is instrumental in providing the necessary oversight to ensure compliance with regulatory requirements and Group-wide risk management policies.

Third Tier of Defense

The Internal Audit Service provides independent assurance of the effectiveness of the Group's governance, risk management, and internal control processes. This line of defense evaluates how well the first and second lines achieve their risk management objectives, ensuring compliance and effectiveness across the board.

RISK MANAGEMENT PROCESS

The Group’s risk assessment approach is depicted in the following diagram: -



The Group’s risk assessment approach includes comprehensive procedures for identifying, evaluating, managing, and monitoring risks across the organisation. This ongoing process is integral to ensuring that risks are adequately mitigated to safeguard the Group’s business objectives and stakeholder interests. The process focuses on areas including, but not limited to, liquidity, market conditions, material cost escalations, cyber threats, and workplace health and safety.

To support the Group’s strategy of balancing risk and reward, regular reviews and adjustments are made to the risk management approach to remain aligned with the Group’s overall objectives. The risk management process ensures that the Board and senior management are regularly informed of risks and trends, enabling timely decision-making and corrective actions when necessary.

MANAGING GIIB RISKS

As of June 30, 2024, the Group has identified four major risks that could affect its business performance and long-term value creation. These risks are actively monitored and managed:

Liquidity Risk
The Group is aware of the significance of liquidity in the business which may affect operations, production and delivery. The Group therefore maintains close relationships with key bankers and continually explores new funding opportunities. Cash flow is closely monitored to meet both current and future financial obligations.

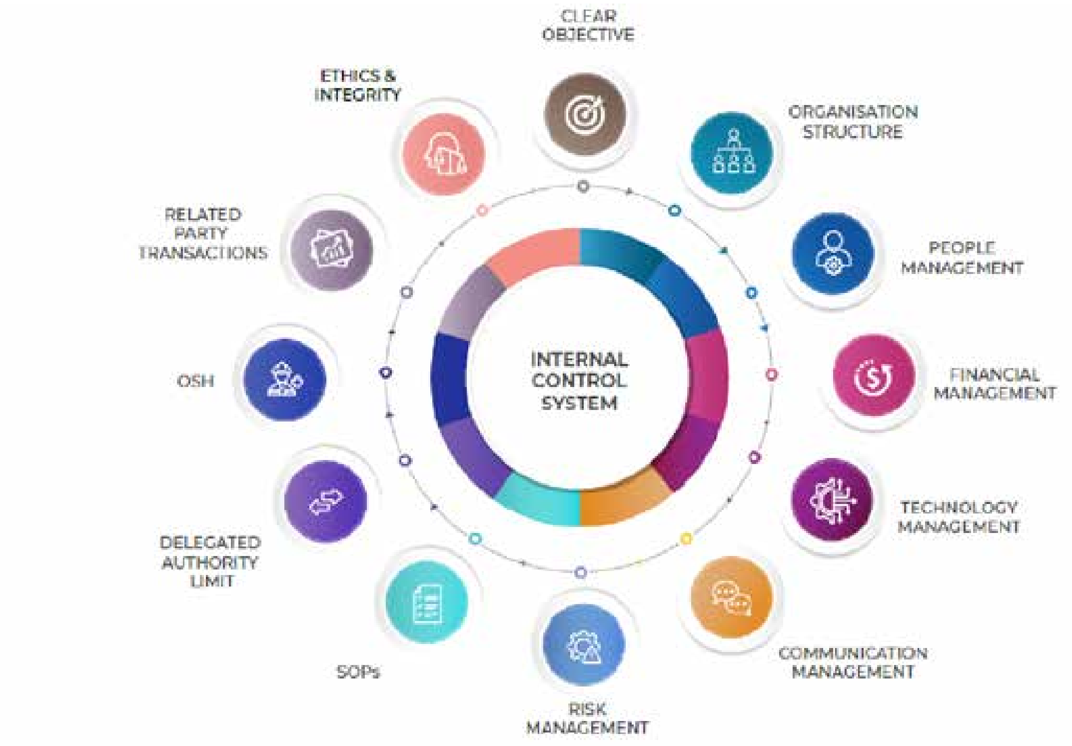
Market Risk
The Group tracks market developments in markets with its product footprints such as Asia Pacific, Europe and Middle East. Monthly management meetings provide updates to management to vary its strategies for each market. Diversification into alternative revenue streams is explored to ensure business sustainability beyond the Group's core operations in rubber compound production.

Escalation of Material Cost Risk
The Group monitors various market sentiments that may cause escalation of material costs. To address the potential for cost overruns, the Group's production and purchasing teams implement strategies such as value engineering and the sourcing of alternative materials to reduce overall production costs.

Cyber Threats & Security Vulnerabilities Risk
The Group continuously enhances its IT security infrastructure, including firewalls, data protection, and disaster recovery. Regular staff information on cyber security awareness and prevention strategies is also communicated regularly.

INTERNAL CONTROL SYSTEM

Key elements of the Group's internal control environment for the financial year ended 30 June 2024 are as follows:



CLEAR OBJECTIVE

Clear objectives serve four basic functions:

✓ provide guidance and direction
✓ motivate and inspire employees
✓ facilitate planning
✓ help organisations evaluate and control performance

ORGANISATION STRUCTURE

The Group maintains a clear organisational structure with well-defined reporting lines and responsibilities for planning, execution, and monitoring.

PEOPLE MANAGEMENT

A strong recruitment strategy has been developed to attract skilled and capable individuals to the Group. On-the-job training and online virtual or physical training programmes are made available to all employees to ensure that they are adequately trained and competent in carrying out their duties and responsibilities. Established guidelines are also in place for recruitment, talent development programmes and performance appraisal to maintain high competency and capability levels. Systematic performance appraisal for all employees of the Group. This ensures that the Group maintains a skilled and capable workforce.

FINANCIAL MANAGEMENT

The Group prepares financial statements and financial projections to forecast financial performance as part of its financial management process. Financial performance is tracked via variance analysis, and quarterly financial results are presented to the Board and the ARMC. Quarterly financial results and reports are provided to the Board of Directors and Audit and Risk Management Committee with comprehensive information on financial performances of the Group.

TECHNOLOGY MANAGEMENT

The Group maintains robust IT security systems, continuously updating software and protection against cyber threats. Staff training and awareness programs ensure employees are equipped to manage IT risks effectively. The Group proactively monitors and implements layers of new controls to protect its critical business systems against the ever-evolving cyber threat landscape and challenges. Regular educational and awareness emails, briefings, phishing tests etc. are conducted to enhance staff awareness particularly on cyber security.

COMMUNICATION MANAGEMENT

Regular and comprehensive information is provided by the Management to the Board and its Committees, covering financial performance, achievement of key performance indicators, progress of key projects, utilisation of funds and the Group’s cash flow position.

RISK MANAGEMENT

Heads of Departments and Heads of Business Units are made responsible for the identification and evaluation of significant risks applicable to their areas of business together with the design and operation of suitable internal controls.

Monthly operation meetings to discuss the Group's financial performance, business & project development, operational and corporate issues. The C Suite level are closely involved in the running of day-to-day business and operations of the Group and they report to the Board of Directors on significant changes in the business and external environment.

STANDARD OPERATING POLICIES AND PROCEDURES (SOPs)

The key processes in the Group's management and operations have been formalised and documented in the form of Standard Operating Policies and Procedures ("SOPs"). These SOPs are subject to review and improvements, particularly through periodic reviews.

Adoption and consistent application of appropriate accounting policies in the annual financial statements of the Group, and reasonable judgments and estimates have been made in accordance with the applicable approved accounting standards in Malaysia. Processes and controls are in place for effective and efficient financial reporting and disclosure in the annual and quarterly financial statements of the Group to give a true and fair view of the financial position and financial performance of the Group.

DISCRETIONARY AUTHORITY LIMIT

Establish arrangements wherein the organisation has a guide that determines the clearance level for various decision making. A central repository of delegated authorities has been established to enable tracking of such authority, and comply with clauses stated in the Discretionary Authority Limit ("DAL") to ensure that mechanisms are established to monitor and evaluate delegated authority granted within the Group.

The DAL is being implemented to ensure accountability of senior level staffing. If there are any staffing changes, appropriate amendments to the DAL are carried out simultaneously with continuous review and monitoring of any misalignment between accountability, responsibility and authority.

The Group has clear limits of authority which defines the approving limits that have been assigned and delegated to each approving authority within the Group. The limits of authority are reviewed periodically and updated in line with changes in the organisation.

OCCUPATIONAL SAFETY & HEALTH (OSH)

Occupational safety and health ("OSH") guidelines, which include the formation of OSH committee and Emergency Response Team (ERT) to monitor and enhance OSH procedures and to address OSH issues that may arise from time to time.

RELATED PARTY TRANSACTIONS

Periodic review of Related Party Transactions by the Audit and Risk Management Committee and the Board to ensure continuous compliance with the Main Market Listing Requirements.

ETHICS & INTEGRITY

The Group's Anti-Bribery and Corruption Policy (ABC) was established pursuant to the introduction of Section 17A of the Malaysian Anti-Corruption Commission (MACC) Act, "Guidelines on Adequate Procedures", which was made effective from June 2020. This reflects the Group's commitment in upholding and strengthening its corporate governance structure and ensuring its commitment to ethical conduct, integrity and accountability in all business activities and operations of the Group.

Key policies governing ethics and integrity includes: -

- Anti-Bribery and Corruption (ABC) Policy;
- Conflicts of Interest Policy for Directors;
- Code of Conduct and Business Ethics (CoBE);
- Suppliers' CoBE;
- Due Diligence Checklist;
- Bribery Risk Assessment; and
- Policy and Procedure of Whistleblowing.

The ABC Policy outlines the Group's position, key principles and tolerance with regards to anti-bribery and corruption. Strict adherence is expected without compromise. It is published on both GIIB's corporate website and the intranet with the intention to:

- Set out the parameters including the main principles, policies and guidelines which the Group adopts in relation to anti-bribery and corruption;
- Provide guidance to its Board members and employees whilst discharging their duties; and
- Serve as guiding principles for its customers, business partners and stakeholders.

Key initiatives embarked by GIIB in relation to ABC includes:

- Conduct of a Group-wide Bribery Risk Assessment exercise to ensure the appropriateness of mitigation measures established to minimise risk exposure;
- Roll-out of Third-Party Due Diligence process to ensure a viable potential defence through a series of guidelines, assessments, reporting and monitoring implemented in alignment with the Section 17A of the MACC Act "Guidelines on Adequate Procedures";
- Incorporation of standard clauses relating to ABC in all contractual agreements to ensure that business partners and suppliers are aware and abide to the Group's position in relation to ethics and integrity practices;
- Distribution of the "Suppliers' Code of Business Conduct" to business partners and requiring an acknowledgment from them on the reasonable and appropriate measures it will take whilst serving for or on-behalf of the Group;
- Continuously review existing ABC including the respective functions' roles & responsibilities and scopes etc.; and
- Instilling the culture of integrity and high compliance at workplace through educational and awareness communications such as refresher training, email blasts and reminders to all employees pertaining to the Group's Gifts, Entertainment, & Hospitality Policy, whistleblowing channel, ABC policy etc.

The Group has clearly set out expected behaviours of Directors and employees of the Group, contractors, sub-contractors, consultants, agents, representatives or other service providers in the Group's Code of Conduct and Business Ethics (CoBE). The declaration programme is in place with the aim of confirming that each Director, employee and vendor have read and agreed to comply with the provisions of the CoBE and ABC.

The Group has in place a Policy & Procedures on Whistleblowing that provides clarity on the oversight and responsibilities of the whistleblowing process, the reporting process, protection to Whistleblowers and the confidentiality given to Whistleblowers. The primary aim of the Policy & Procedures on Whistleblowing and its supporting mechanism is to enable individuals to raise genuine concerns without fear of retaliation.

THE AUDIT AND RISK MANAGEMENT COMMITTEE

The Audit and Risk Management Committee ("ARMC") comprises three independent non-executive directors with relevant experience and background. The ARMC has full and unimpeded access to both the internal as well as external auditors. The ARMC ensures that there exist effective risk monitoring and compliance procedures to provide the level of assurance required by the Board. The ARMC, on behalf of the Board, regularly reviews and holds discussions with management on the actions taken on internal risk management and control issues identified in reports prepared by the internal auditors, the external auditors and the management.

INTERNAL AUDIT FUNCTION

The internal audit function of the Group is performed by an outsourced professional internal auditor which reports to the Audit and Risk Management Committee on the adequacy and effectiveness of the risk management and internal control systems. All audit findings are deliberated and resolved with the management and respective Heads of Departments.

Regular assessments on the adequacy and integrity of the internal control system are carried out through internal audits. Internal audit dept assists the Board and the Audit and Risk Management Committee in undertaking independent assessment on the adequacy, efficiency and effectiveness of the Group's internal control system.

During the financial year ended 30 June 2024, internal audit reviews were carried out in accordance with a risk based internal audit plan that is approved by the Audit and Risk Management Committee. The internal audit methodology applied is risk based and in accordance with the International Professional Practices Framework as issued by the Institute of Internal Auditors. Results of the internal audit reviews including recommendations for improvements as well as corrective measures implemented or planned were presented to the Audit and Risk Management Committee for their deliberation on a quarterly basis. Based on the internal audit reviews conducted during the year, none of the weaknesses noted have resulted in any material losses, contingencies or uncertainties that would require a separate disclosure in this annual report.

REVIEW OF THE STATEMENT BY EXTERNAL AUDITORS

The external auditors, Messrs. ChengCo PLT have reviewed this Statement on Risk Management and Internal Control for inclusion in the Annual Report for the financial year ended 30 June 2024 in accordance with the disclosures required by paragraph 41 and 42 of the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers.

Based on their review, the external auditors have reported to the Board that nothing had come to their attention that causes them to believe that this Statement on Risk Management and Internal Control is inconsistent with their understanding of the processes the Board has adopted in reviewing the adequacy and integrity of risk management and internal control within the Group, nor was factually inaccurate.

CONCLUSION

The Board is satisfied with the effectiveness of the Group's risk management and internal control systems for the financial year ended June 30, 2024. These systems provide a sound basis for safeguarding the Group’s assets, investments, and interests of all stakeholders. The Board is committed to continuously improving these systems to ensure they remain robust and effective in an evolving business landscape. The CEO has assured the Board that the system is adequate in all material respects, ensuring that risks are appropriately managed and internal controls remain strong.

This statement was approved by the Board of Directors on 21 October 2024.

STATEMENT ON DIRECTORS' RESPONSIBILITY IN RELATION TO THE FINANCIAL STATEMENT

In preparing the financial statements, the Directors are responsible in ensuring that the financial statements give a true and fair view of the state of affairs of the Group and of the Company as at the end of each financial year, and of the results and cash flows of the Group and of the Company for that year then ended.

The Directors consider that in preparing the financial statements, appropriate accounting policies have been consistently applied. Reasonable and prudent judgments and estimates have also been made and all applicable approved accounting standards in Malaysia have been adhered to. The Company maintains accounting records that disclose with reasonable accuracy, the financial position of the Company and of the Group, and that the financial statements comply with regulatory requirements.

The Directors have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and of the Company and to prevent and detect fraud and other irregularities.

DIRECTORS' REPORT

The directors hereby submit their report together with the audited financial statements of the Group and of the Company for the financial year ended 30 June 2024.

PRINCIPAL ACTIVITIES

The Company is principally engaged in investment holding. The principal activities of the subsidiaries are detailed in Note 5 to the financial statements.

There have been no significant changes in the nature of these activities during the financial year.

RESULTS

	Group RM	Company RM
Net loss for the financial year	(20,538,141)	(5,861,552)
Attributable to:		
Owners of the Company	(17,323,284)	(5,861,552)
Non-controlling interest	(3,214,857)	-
	(20,538,141)	(5,861,552)

DIVIDENDS

No dividends have been paid or declared by the Company since the end of the previous financial year. The directors do not recommend the payment of any dividend in respect of the current financial year.

RESERVES AND PROVISIONS

There were no material transfers to or from reserves or provisions during the financial year.

ISSUE OF SHARES AND DEBENTURES

On 7 November 2023, the Company announced a Proposed Private Placement of up to 10% of its total number of issued shares (excluding treasury shares, if any) pursuant to Sections 75 and 76 of the Companies Act 2016 ("Proposed Private Placement"). On 29 April 2024, the Company completed the Proposed Private Placement with the listing of 59,129,300 placement shares with cash proceeds of RM 4,730,344.

There was no other change in the issued and paid-up capital of the Company nor issuances of any new debentures by the Company during the financial year.

WARRANTS

The Company had on 2 September 2021 issued 228,355,514 free Warrants 2021/2026 ("Warrants") on the basis of one (1) Warrant for every one (1) existing ordinary share held. The Warrants are constituted by a Deed Poll dated 2 July 2021. The details of the Warrants are set out in Note 13 to financial statements.

The movement of the warrants during the financial year is as follows:

	Number of units			
	At 1.7.2023	**Exercised**	**Expired**	**At 30.6.2024**
Warrants	228,355,514	-	-	228,355,514

OPTIONS GRANTED OVER UNISSUED SHARES

No options were granted to any person to take up unissued shares of the Company during the financial year.

DIRECTORS OF THE COMPANY

The directors in office during the financial year and during the period from the end of the financial year to the date of the report are:

Tai Qisheng*
Tai Qiyao*
Datuk Firmansyah Aang Bin Muhamad
H'ng Boon Keng
Dato' Sri Hj Wan Adnan Bin Wan Mamat
Tai Boon Wee* (Resigned on 29 September 2023)
Wong Ping Kiong* (Resigned on 29 September 2023)
Jung Hee Won (Appointed on 29 March 2024)
Choo Kee Siong (Appointed on 10 May 2024)

* *Director of the Company and of its subsidiaries*

The Directors who held office in the subsidiaries (excluding Directors who are also Directors of the Company) during the financial year up to the date of this report:

Yee Voon Hon
Wong Weng Yew
Rajamanikam A/L Doraisamy (Appointed on 01 September 2023 and resigned on 01 December 2023)
Wong Kuan Yin (Appointed on 01 September 2023)
Ngok Seng Lee (Appointed on 01 September 2023)

The information required to be disclosed pursuant to Section 253 of the Companies Act 2016 in Malaysia is deemed incorporated herein by such reference to the financial statements of the respective subsidiaries and made a part hereof.

DIRECTORS' INTERESTS

The directors holding office at the end of the financial year and their beneficial interests in the ordinary shares of the Company and its related corporation during the financial year ended 30 June 2024 as recorded in the Register of Directors' Shareholdings kept by the Company under section 59 of the Companies Act 2016 were as follows:

	Number of ordinary shares			
	At 1.7.2023/date of appointment	**Acquired**	**Sold**	**At 30.6.2024**
Direct interest				
Tai Qisheng	67,685,541	800,000	-	68,485,541
Tai Qiyao	550,000	-	-	550,000
Indirect interest				
Tai Qiyao	80,000	-	-	80,000
Choo Kee Siong (Appointed on 10 May 2024)	107,738,600	-	-	107,738,600

	Number of warrants			
	At 1.7.2023	**Acquired**	**Sold**	**At 30.6.2024**
Direct interest				
Tai Qisheng	10,551,447	-	-	10,551,447
Tai Qiyao	225,000	-	-	225,000

The other directors holding office at the end of the financial year had no interest in shares of the Company or its related corporation during the financial year.

DIRECTORS' BENEFITS

Since the end of the previous financial year, no director of the Company has received or become entitled to receive any benefit (other than benefits included in the aggregate amount of emoluments received or due and receivable by the directors as disclosed in directors' remuneration in this report) by reason of a contract made by the Company or a related corporation with the director or with a firm of which the director is a member, or with a company in which the director has a substantial financial interest other than any deemed benefit which may arise from transactions as disclosed in Note 28(a) to the financial statements.

Neither during, nor at the end of the financial year, was the Company a party to any arrangements where the object is to enable the directors to acquire benefits by means of the acquisition of shares in, or debentures of the Company or any other body corporate.

DIRECTORS' REMUNERATION

	Group		Company	
	2024	**2023**	**2024**	**2023**
	RM	**RM**	**RM**	**RM**
Executive Directors				
Salaries and other emoluments	1,270,191	2,012,101	1,023,566	1,340,996
Social security contribution	11,643	3,559	9,070	1,864
Defined contribution plan	153,272	261,399	119,772	180,999
	1,435,106	2,277,059	1,152,408	1,523,859
Non-executive Directors				
Fee	300,000	278,684	300,000	278,684
Other emoluments	36,500	99,000	36,500	99,000
	336,500	377,684	336,500	377,684
Total directors' remuneration	1,771,606	2,654,743	1,488,908	1,901,543

OTHER STATUTORY INFORMATION

Before the financial statements of the Group and of the Company were prepared, the directors took reasonable steps:

(a) to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of allowance for doubtful debts, and had satisfied themselves that all known bad debts had been written off and the adequate allowance had been made for doubtful debts; and

(b) to ensure that any current assets which were unlikely to be realised in the ordinary course of business including the values of current assets as shown in the accounting records of the Group and of the Company have been written down to an amount which the current assets might be expected so to realise.

At the date of this report, the directors are not aware of any circumstances:

(a) which would render the amounts written off for bad debts or the amount of the allowance for doubtful debts inadequate to any substantial extend in the financial statements of the Group and of the Company; or

(b) which would render the values attributed to the current assets in the financial statements of the Group and of the Company misleading; or

(c) which have arisen and render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate; or

(d) not otherwise dealt with in this report or the financial statements which would render any amount stated in the financial statements of the Group and of the Company misleading.

OTHER STATUTORY INFORMATION (CONT'D)

At the date of this report, there does not exist:

(a) any charge on the assets of the Group and of the Company which has arisen since the end of the financial year which secures the liabilities of any other person; or

(b) any contingent liability of the Group and of the Company which has arisen since the end of the financial year.

In the opinion of the directors,

(a) no contingent liability or other liability has become enforceable or is likely to become enforceable within the period of twelve months after the end of the financial year which will or may affect the ability of the Group and of the Company to meet their obligations as and when they fall due; and

(b) no item, transaction, or event of a material and unusual nature has arisen in the interval between the end of the financial year and the date of this report which is likely to substantially affect the results of the operations of the Group and of the Company for the financial year in which this report is made.

As at 30 June 2024, the Group's current liabilities exceeded its current assets by RM17,074,988. Subsequent to the financial year end, the Group successfully refinanced its borrowings and continued to negotiate with creditors to address the cash flow mismatch within the Group so that the Group will be able to generate sufficient cash flows to meet its obligations as and when they fall due.

AUDITORS' REMUNERATION

The auditors' remuneration of the Group and of the Company are amounted to RM206,000 and RM109,000 during the financial year.

SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR

The detail of the significant events during the financial year are disclosed in Note 34 to the financial statements.

AUDITORS

The auditors, CHENGCO PLT, have expressed their willingness to continue in office.

Signed on behalf of the board of directors in accordance with a resolution of the directors,

……………………………………………………

TAI QISHENG
Director

……………………………………………………

TAI QIYAO
Director

Kuala Lumpur
Date: 21 October 2024

STATEMENT BY DIRECTORS
PURSUANT TO SECTION 251(2) OF THE COMPANIES ACT, 2016

We, Tai Qisheng and Tai Qiyao, being the two of the directors of GIIB Holdings Berhad, do hereby state that in opinion of directors, the financial statements set out on pages 70 to 143 are drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act, 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 30 June 2024 and of the results of its financial performance and its cash flows of the Group and of the Company for the financial year then ended.

Signed on behalf of the board of directors in accordance with a resolution of the directors,

…………………………………………………	…………………………………………………
TAI QISHENG	**TAI QIYAO**
Director	Director

Kuala Lumpur
Date: 21 October 2024

STATUTORY DECLARATION
PURSUANT TO SECTION 251(1)(b) OF THE COMPANIES ACT, 2016

I, Jacob Chew (MIA No: 45674), being the officer primarily responsible for the financial management of GIIB Holdings Berhad, do solemnly and sincerely declare that the financial statements set out on pages 70 to 143, are to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of the Statutory Declarations Act, 1960.

Subscribed and solemnly declared at)
)
on this)

Before me,

…………………………………………………
JACOB CHEW
Financial controller

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GIIB HOLDINGS BERHAD

Registration No.: 200301016552 (618972 - T)
(Incorporated in Malaysia)

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of GIIB HOLDINGS BERHAD, which comprise the statements of financial position as at 30 June 2024 of the Group and of the Company, and the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and notes to the financial statements, including a summary of significant accounting policies, as set out on pages 70 to 143.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group and of the Company as at 30 June 2024, and of their financial performance and their cash flows for the financial year then ended in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act, 2016 in Malaysia.

Basis for Opinion

We conducted our audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence and Other Ethical Responsibilities

We are independent of the Company in accordance with the By-Laws (on Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants ("By-Laws") and the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and the IESBA Code.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the Group and of the Company for the current financial year. The key audit matters for the audit of the financial statements of the Group are described below. These matters were addressed in the context of our audit of the financial statements of the Group as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditors' responsibilities for the audit of the financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis of our audit opinion on the accompanying financial statements.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GIIB HOLDINGS BERHAD

Registration No.: 200301016552 (618972 - T)
(Incorporated in Malaysia)

Report on the Audit of the Financial Statements (Cont'd)

Key Audit Matters (cont'd)

1. Property, plant and equipment impairment review

The Group's property, plant and equipment amounting to RM69,818,597, representing approximately 76.7% of the total assets as at 30 June 2024. The risk arises from the existences and potential impairment of property, plant and equipment.

In addressing this, we have involved the group auditors in performing, amongst others, the following audit procedures:

- We reviewed the safeguards controls over the physical custody of property, plant and equipment;
- We physically observed the existence of samples of property, plant and equipment selected;
- We reviewed the estimated useful lives and residual values of property, plant and equipment;
- We reviewed the accounting estimate and relevant information used in the valuer's report;
- We evaluated the competence and capabilities of the valuer; and
- We assessing the valuation methodology adopted by the Group in accordance to the requirements of MFRS 136 Impairment of Assets.

2. Inventory impairment review

The Group has inventories amounting to RM4,997,904, representing approximately 23.6% of the Group's total current assets as at 30 June 2024.

The judgement made by the Directors in determining an appropriate inventories valuation involves predicting the amount of future demand from customers as the sales in the Group is subject to customer's preference which is based on trends and there is a risk that the net realisable value lower than the cost. Besides that, judgements are also required to identify slow moving and obsolete inventories which need to be written down to their net realisable value.

In addressing this, we have involved the group auditors in performing, amongst others, the following audit procedures:

- We understand the design and implementation of the controls associated with monitoring and detection and write down/off of slow-moving inventories;
- We observed year-end physical inventory count to examine physical existence and condition of the finished goods and evaluating the design and implementation of controls during the count;
- We checked subsequent sales and evaluated Group's assessment on estimated net realizable value on selected inventory items; and
- We evaluated whether the inventories have been written down to their net realizable value for inventory items with net realizable value lower than their cost.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GIIB HOLDINGS BERHAD

Registration No.: 200301016552 (618972 - T)
(Incorporated in Malaysia)

Report on the Audit of the Financial Statements (Cont'd)

Information Other than the Financial Statements and Auditors' Report Thereon

The directors of the Company are responsible for the other information. The other information comprises the information include in the directors' and annual report, but does not include the financial statements of the Group and of the Company and our auditors' report thereon.

Our opinion on the financial statements of the Group and of the Company does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements of the Group and of the Company, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements of the Group and of the Company or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of the directors' report, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Statements

The directors of the Company are responsible for the preparation of financial statements of the Group and of the Company that give a true and fair view in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act, 2016 in Malaysia. The directors are also responsible for such internal control as the directors determine is necessary to enable the preparation of financial statements of the Group and of the Company that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements of the Group and of the Company, the directors are responsible for assessing the Group's and of the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or the Company or to cease operations, or have no realistic alternative but to do so.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements of the Group and of the Company as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with approved standards on auditing in Malaysia and International Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GIIB HOLDINGS BERHAD

Registration No.: 200301016552 (618972 - T)
(Incorporated in Malaysia)

Report on the Audit of the Financial Statements (Cont'd)

Auditors' Responsibilities for the Audit of the Financial Statements (Cont'd)

As part of an audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements of the Group and of the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's or the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements of the Group and of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group or the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and the Company to express an opinion on the financial statements of the Group and of the Company. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GIIB HOLDINGS BERHAD

Registration No.: 200301016552 (618972 - T)
(Incorporated in Malaysia)

Report on the Audit of the Financial Statements (Cont'd)

Auditors' Responsibilities for the Audit of the Financial Statements (Cont'd)

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the Company for the current year and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

In accordance with the requirements of the Section 266(2)(c) of Companies Act, 2016 in Malaysia, we also report that the subsidiaries of which we have not acted as auditors, are disclosed in Note 5 to the financial statements.

Other Matters

This report is made solely to the members of the Company, as a body, in accordance with Section 266 of the Companies Act 2016 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the content of this report.

CHENGCO PLT
201806002622
(LLP0017004-LCA) & AF0886
Chartered Accountants

TAN WAE LENG
02850/05/2026 J
Chartered Accountant

Kuala Lumpur
Date: 21 October 2024

STATEMENTS OF FINANCIAL POSITION
As at 30 June 2024

	Notes	Group 2024 RM	Group 2023 RM (Restated)	Company 2024 RM	Company 2023 RM (Restated)
ASSETS					
Non-current assets					
Property, plant and equipment	4	69,818,597	71,174,568	239,127	405,218
Investment in subsidiaries	5	-	-	1,535,396	13,790,600
		69,818,597	71,174,568	1,774,523	14,195,818
Current assets					
Inventories	6	4,997,904	10,704,315	-	-
Trade receivables	7	6,195,591	7,912,562	-	-
Other receivables	8	7,779,049	4,507,982	737,268	772,652
Amount due from subsidiaries	9	-	-	56,124,060	52,407,643
Tax recoverable		-	279,416	-	87,546
Cash and bank balances	10	2,202,338	2,397,550	154,837	6,886
		21,174,882	25,801,825	57,016,165	53,274,727
Asset held for sale	11	-	7,411,595	-	-
		21,174,882	33,213,420	57,016,165	53,274,727
TOTAL ASSETS		90,993,479	104,387,988	58,790,688	67,470,545
EQUITY AND LIABILITIES					
Equity attributable to owners of the Company					
Share capital	12	155,827,199	151,096,855	155,827,199	151,096,855
Warrant reserve	13	4,726,959	4,726,959	4,726,959	4,726,959
Revaluation reserve	14	22,555,885	24,479,005	-	-
Foreign currency translation	15	760,473	659,767	-	-
Accumulated losses		(136,872,936)	(121,472,772)	(127,232,758)	(121,371,206)
		46,997,580	59,489,814	33,321,400	34,452,608
Non-controlling interest		(13,840,656)	(10,625,799)	-	-
TOTAL EQUITY		33,156,924	48,864,015	33,321,400	34,452,608
LIABILITIES					
Non-current liabilities					
Loan and borrowings	16	1,895,833	2,620,053	-	2,620,053
Lease liabilities	4	-	193,861	-	193,861
Provision of liabilities	17	15,066,754	-	-	-
Deferred tax liabilities	18	2,624,098	1,228,597	-	-
		19,586,685	4,042,511	-	2,813,914
Current liabilities					
Provision of liabilities	17	-	15,066,754	-	-
Trade payables	19	12,606,631	9,223,861	-	-
Other payables and accruals	20	17,705,372	21,088,931	2,872,418	2,999,936
Amount due to subsidiaries	9	-	-	22,403,009	24,345,178
Lease liabilities	4	193,861	198,810	193,861	198,810
Current tax liabilities		1,451,145	363	-	-
Loan and borrowings	16	6,292,861	5,902,743	-	2,660,099
		38,249,870	51,481,462	25,469,288	30,204,023
TOTAL LIABILITIES		57,836,555	55,523,973	25,469,288	33,017,937
TOTAL EQUITY AND LIABILITIES		90,993,479	104,387,988	58,790,688	67,470,545

The accompanying notes form an integral part of these financial statements.

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
For the financial year ended 30 June 2024

		Group		Company	
		2024	2023	2024	2023
	Notes	RM	RM	RM	RM
Revenue	21	59,470,348	40,179,922	5,040,000	832,087
Other income	22	650,471	154,601	244,787	220,829
Changes in inventories of work in progress and finished goods		(5,110,887)	874,381	-	-
Cost of land sold		(8,324,663)	-	-	-
Raw materials and consumables used		(34,018,393)	(24,333,059)	-	-
Employee benefits expense	27	(9,056,127)	(8,236,902)	(2,420,335)	(1,455,741)
Depreciation and amortisation expenses		(2,265,273)	(2,754,506)	(221,618)	(41,502)
Net (loss on)/reversal of impairment of financial assets	24	(1,022,347)	(343,322)	6,093,073	-
Other expenses		(16,837,226)	(28,093,688)	(14,489,592)	(1,843,660)
Loss from operations		(16,514,097)	(22,552,573)	(5,753,685)	(2,287,987)
Finance cost	23	(1,259,230)	(996,067)	(21,190)	(589,380)
Loss before tax	24	(17,773,327)	(23,548,640)	(5,774,875)	(2,877,367)
Taxation	25	(2,764,814)	(163)	(86,677)	-
Loss for the financial year		(20,538,141)	(23,548,803)	(5,861,552)	(2,877,367)
Other comprehensive income for the financial year, net of tax					
Items that will not be reclassified subsequently to profit or loss					
Revaluation reserve on property revaluation, net of tax		-	4,266,000	-	-
Items that are or may be reclassified subsequently to profit or loss					
Foreign exchange translation differences for foreign operations		100,706	198,339	-	-
Total comprehensive loss for the financial year		(20,437,435)	(19,084,464)	(5,861,552)	(2,877,367)
Loss for the financial year attributable to:					
Owners of the Company		(17,323,284)	(10,307,029)	(5,861,552)	(2,877,367)
Non-controlling interests		(3,214,857)	(13,241,774)	-	-
		(20,538,141)	(23,548,803)	(5,861,552)	(2,877,367)
Total comprehensive loss for the financial year attributable to:					
Owners of the Company		(17,222,578)	(5,842,690)	(5,861,552)	(2,877,367)
Non-controlling interests		(3,214,857)	(13,241,774)	-	-
		(20,437,435)	(19,084,464)	(5,861,552)	(2,877,367)
Loss per share:					
Basic (sen)	26(a)	(2.66)	(1.74)		
Diluted (sen)	26(b)	(2.66)	(1.74)		

The accompanying notes form an integral part of these financial statements.

STATEMENT OF CHANGES IN EQUITY
For the financial year ended 30 June 2024

	<---------------- *Attributable to owners of the Company* ------------->							
	<----------------- *Non-distributable* ------------------>							
	Share capital Note 12 RM	Warrant reserves Note 13 RM	Translation reserves Note 15 RM	Revaluation reserves Note 14 RM	Accumulated losses RM	Total RM	Non-controlling interest RM	Total RM
Group								
At 1 July 2022	151,096,855	4,726,959	461,428	20,213,005	(111,165,743)	65,332,504	2,615,975	67,948,479
Loss for the financial year	-	-	-	-	(10,307,029)	(10,307,029)	(13,241,774)	(23,548,803)
Other comprehensive income for the financial year								
- Revaluation of leasehold land and buildings	-	-	-	4,266,000	-	4,266,000	-	4,266,000
- Exchange difference on translation of foreign operations	-	-	198,339	-	-	198,339	-	198,339
Total comprehensive (loss)/income for the financial year	-	-	198,339	4,266,000	(10,307,029)	(5,842,690)	(13,241,774)	(19,084,464)
At 30 June 2023 and 1 July 2023	151,096,855	4,726,959	659,767	24,479,005	(121,472,772)	59,489,814	(10,625,799)	48,864,015
Transfer of revaluation reserve upon disposal of asset held for sale (Note 14)	-	-	-	(1,923,120)	1,923,120	-	-	-
Loss for the financial year	-	-	-	-	(17,323,284)	(17,323,284)	(3,214,857)	(20,538,141)
Other comprehensive income for the financial year								
- Exchange difference on translation of foreign operations	-	-	100,706	-	-	100,706	-	100,706
Total comprehensive (loss)/income for the financial year	-	-	100,706	(1,923,120)	(15,400,164)	(17,222,578)	(3,214,857)	(20,437,435)
Transactions with owners of the Company:								
Issuance of ordinary shares	4,730,344	-	-	-	-	4,730,344	-	4,730,344
Total transactions with owners of the Company	4,730,344	-	-	-	-	4,730,344	-	4,730,344
At 30 June 2024	155,827,199	4,726,959	760,473	22,555,885	(136,872,936)	46,997,580	(13,840,656)	33,156,924

The accompanying notes form an integral part of these financial statements.

STATEMENT OF CHANGES IN EQUITY (CONT'D)
For the financial year ended 30 June 2024

	Share capital Note 12 RM	Warrant reserves Note 13 RM	Accumulated losses RM	Total equity RM
Company				
At 1 July 2022	151,096,855	4,726,959	(118,493,839)	37,329,975
Loss for the financial year, representing total comprehensive loss for the financial year	-	-	(2,877,367)	(2,877,367)
At 30 June 2023 and 1 July 2023	151,096,855	4,726,959	(121,371,206)	34,452,608
Loss for the financial year, representing total comprehensive loss for the financial year	-	-	(5,861,552)	(5,861,552)
Transactions with owners of the Company:				
Issuance of ordinary shares	4,730,344	-	-	4,730,344
Total transactions with owners of the Company	4,730,344	-	-	4,730,344
At 30 June 2024	155,827,199	4,726,959	(127,232,758)	33,321,400

The accompanying notes form an integral part of these financial statements.

STATEMENT OF CASH FLOW
For the financial year ended 30 June 2024

	Notes	Group 2024 RM	Group 2023 RM	Company 2024 RM	Company 2023 RM
Cash flow from operating activities					
Loss before tax		(17,773,327)	(23,548,640)	(5,774,875)	(2,877,367)
Adjustments for:					
Depreciation of property, plant and equipment		1,426,287	2,442,006	12,632	6,671
Depreciation of right-of-use assets		838,986	312,500	208,986	34,831
Net loss on/(reversal of) impairment of:					
- trade receivables		1,016,000	247,007	-	-
- other receivables		6,347	96,315	3,971	-
- amount due from subsidiaries		-	-	(6,097,044)	-
- investment in subsidiaries		-	-	12,290,263	(220,829)
Provision of liabilities		-	15,006,754	-	-
Gain on disposal of property, plant and equipment and right-of-use assets		-	(3,039)	-	-
Interest expense		1,259,230	996,067	21,190	589,380
Interest income		(1,037)	-	(244,787)	-
Inventories written off		977,988	-	-	-
Bad debts written off		1,015,526	47,650	19,700	-
Provision for slow moving inventories		412,770	495,204	-	-
Waiver of payables		(56,249)	-	-	-
Net unrealised loss on foreign exchange		63,584	21,078	1,480	-
Operating (loss)/profit before working capital changes		(10,813,895)	(3,887,098)	441,516	(2,467,314)
Changes in working capital: -					
Inventories		11,727,248	(3,084,666)	-	-
Receivables		(3,437,345)	(4,233,657)	11,713	122,444
Payables		209,023	15,706,669	(128,998)	622,360
Cash (used in)/from operations		(2,314,969)	4,501,248	324,231	(1,722,510)
Interest paid		-	(10,476)	-	-
Tax refund/(paid)		869	(60)	869	-
Net cash (used in)/from operating activities		(2,314,100)	4,490,712	325,100	(1,722,510)

The accompanying notes form an integral part of these financial statements.

STATEMENT OF CASH FLOW (CONT'D)
For the financial year ended 30 June 2024

	Notes	Group 2024 RM	Group 2023 RM	Company 2024 RM	Company 2023 RM
Cash flows from investing activities					
Purchase of property, plant and equipment		(909,302)	(3,318,079)	(55,527)	(26,778)
Repayment from subsidiaries		-	-	2,625,414	3,215,865
Interest received		1,037	-	-	-
Net cash (used in)/from investing activities		(908,265)	(3,318,079)	2,569,887	3,189,087
Cash flows from financing activities					
Interest paid		(1,259,230)	(985,591)	(21,190)	(589,380)
Repayments of principal portion of lease liabilities		(198,810)	(41,412)	(198,810)	(25,301)
(Repayments to)/Advances from subsidiaries		-	-	(1,977,228)	129,217
Proceed from issuance of ordinary shares		4,730,344	-	4,730,344	-
Drawdown from financing facilities		5,500,000	-	-	-
Repayment of loan and borrowings		(5,568,543)	(4,564,325)	(5,280,152)	(2,263,747)
Decrease in restricted monies with licensed bank		521,543	775,908	-	-
Net cash from/(used in) financing activities		3,725,304	(4,815,420)	(2,747,036)	(2,749,211)
Net changes in cash and cash equivalents		502,939	(3,642,787)	147,951	(1,282,634)
Effect of exchange translation differences		88,951	198,339	-	-
Cash and cash equivalents at beginning of financial year		(1,885,081)	1,559,367	6,886	1,289,520
Cash and cash equivalents at end of financial year		(1,293,191)	(1,885,081)	154,837	6,886

NOTE TO STATEMENT OF CASH FLOWS

	Notes	Group 2024 RM	Group 2023 RM	Company 2024 RM	Company 2023 RM
Cash and bank balances	10	2,202,338	2,397,550	154,837	6,886
Bank overdraft		(2,012,801)	(2,278,360)	-	-
		189,537	119,190	154,837	6,886
Less: Restricted monies		(1,482,728)	(2,004,271)	-	-
		(1,293,191)	(1,885,081)	154,837	6,886

The accompanying notes form an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 30 June 2024

1. GENERAL INFORMATION

The Company is a public limited liability company, incorporated and domiciled in Malaysia andlisted on the Main Market of Bursa Malaysia Securities Berhad.

The registered office of the Company is located at No. 808, Jalan 17/24, 46400 Petaling Jaya, Selangor.

The principal place of business of the Company is located at Lot PT 1654 & PT 1657, NilaiIndustrial Estate, 71800 Nilai, Negeri Sembilan Darul Khusus.

The Company is principally engaged in investment holding. The principal activities of its subsidiaries are disclosed in Note 5 to the financial statements.

There have been no significant changes in the nature of these activities of the Company and its subsidiaries during the financial year.

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the Directors on 21 October 2024.

2. BASIS OF PREPARATION

2.1 Statement of Compliance

The financial statements of the Group and of the Company have been prepared in accordance with Malaysian Financial Reporting Standards ("MFRSs"), International Financial Reporting Standards ("IFRS") and the requirements of the Companies Act, 2016 in Malaysia.

2.2 Basis of Measurement

As at 30 June 2024, the Group's current liabilities exceeded its current assets by RM17,074,988. Subsequent to the financial year end, the Group has successfully refinanced its borrowings and continued to negotiate with creditors to address the cash flow mismatch within the Group so that the Group will be able to meet its obligations as and when they fall due.

The financial statements of the Group and of the Company are prepared under the historical cost convention, except for certain properties that are measured at revalued amounts at the end of each reporting year as indicated in the summary of significant accounting policies.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible to by the Group and the Company.

2. BASIS OF PREPARATION (CONT'D)

2.2 Basis of Measurement (cont'd)

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial market takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on thelowest level input that is significant to their fair value measurement as a whole: -

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
Level 2 - Valuation techniques for which the lowest level input that is significant to their fair value measurement is directly or indirectly observable.
Level 3 - Valuation techniques for which the lowest level input that is significant to their fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis,the Group determine whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to their fair value measurement as a whole) at the end of each reporting year.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and thelevel of fair value hierarchy as explained above.

2.3 Functional and Presentation Currency

The financial statements are presented in Ringgit Malaysia ("RM") which is the Group's and the Company's functional currency and all values are rounded to the nearest RM except when otherwise stated.

2. BASIS OF PREPARATION (CONT'D)

2.4 Adoption of New Standards/Amendments/Improvements to MFRSs (cont'd)

The Group and the Company have consistently applied the accounting policies set out in Note 3 to all periods presented in these financial statements.

At the beginning of the current financial period, the Group and the Company adopted new standards/amendments/improvements to MFRSs which are mandatory for the current financial periods beginning on or after 1 January 2023.

MFRSs, interpretations and amendments effective for annual periods beginning on or after 1 January 2023

- MFRS 17, *Insurance Contracts*
- Amendments to MFRS 17, *Insurance Contracts – Initial Application of MFRS 17 and MFRS 9 – Comparative Information*
- Amendments to MFRS 101, *Presentation of Financial Statements – Disclosure of Accounting Policies*
- Amendments to MFRS 108 Accounting Policies, *Changes in Accounting Estimates and Errors - Definition of Accounting Estimates*
- Amendments to MFRS 112, *Income Taxes - Deferred Tax related to Assets and Liabilities arising from a Single Transactions.*

Initial application of the new standards/amendments/improvements to the MFRSs did not have material impact to the financial statements.

2.5 Standard Issued But Not Yet Effective

The following are accounting standards, amendments and interpretations that have been issued by the Malaysian Accounting Standards Board ("MASB") but have not been adopted by the Group and the Company.

MFRSs, Interpretations and amendments effective for annual periods beginning on or after 1 January 2024

- Amendments to MFRS 16, *Lease Liability in a Sale and Leaseback*
- Amendments to MFRS 101, *Presentation of Financial Statements - Non-current Liabilities with Covenants and Classification of Liabilities as Current or Non-current*
- Amendments to MFRS 107, *Statement of Cash Flows* and MFRS 7, *Financial Instruments: Disclosures - Supplier Finance Arrangements*

MFRSs, Interpretations and amendments effective for annual periods beginning on or after 1 January 2025

- Amendments to MFRS 121, *The Effects of Changes in Foreign Exchange Rates – Lack of Exchangeability*

2. BASIS OF PREPARATION (CONT'D)

2.5 Standard Issued But Not Yet Effective (cont'd)

The following are accounting standards, amendments and interpretations that have been issued by the Malaysian Accounting Standards Board ("MASB") but have not been adopted by the Group and the Company. (cont'd)

MFRSs, Interpretations and amendments effective for annual periods beginning on or after 1 January 2026

- Amendments to MFRS 9, *Financial Instruments* and MFRS 7, *Financial Instruments: Disclosures – Classification and Measurement of Financial Instruments*
- Amendments to MFRS 1, *First-time Adoptions of Malaysian Financial Reporting Standards – Hedge Accounting by A First-time Adopter*
- Amendments to MFRS 7*, Financial Instruments: Disclosures – Gain or Loss on Derecognition*
- Amendments to MFRS 9*, Financial Instruments: Disclosures – Derecognition of Lease Liabilities and Transaction Price*
- Amendments to MFRS 10*, Consolidated Financial Statements – Determination of a 'De Facto Agent'*
- Amendments to MFRS 107*, Statement of Cash Flows – Cost Method*

MFRSs, Interpretations and amendments effective for annual periods beginning on or after 1 January 2027

- MFRS 18, *Presentation and Disclosure in Financial Statements*
- MFRS 19, *Subsidiaries without Public Accountability: Disclosures*

MFRSs, Interpretations and amendments effective for annual periods beginning on or after a date yet to be confirmed

- Amendments to MFRS 10, *Consolidated Financial Statements* and MFRS 128, *Investments in Associates and Joint Ventures - Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

The Group and the Company plan to apply the abovementioned accounting standards, interpretations and amendments from the annual period beginning on 1 July 2024 for those accounting standards, interpretations and amendments, that are effective for annual periods beginning on or after 1 January 2024.

The Group and the Company are currently assessing the financial impact that may arise from the adoption of the above accounting standards, interpretations and amendments.

2. BASIS OF PREPARATION (CONT'D)

2.6 Significant Accounting Estimates and Judgements

Estimates, assumptions concerning the future and judgements are made in the preparation of the financial statements. They affect the application of the Group's and the Company's accounting policies and reported amounts of assets, liabilities, income, expenses, and disclosures made. They are assessed on an on-going basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual result may differ from the judgements, estimates and assumptions made by management and will seldom equal the estimated results.

2.6.1 Estimation uncertainty and significant management judgements

Information about significant estimates, assumptions and significant management judgements that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses are discussed below: -

Useful lives of depreciable assets

Property, plant and equipment and right-of-use assets are depreciated on a straight-line basis over their useful life. Management estimates the useful lives of the property, plant and equipment and right-of-use assets to be within 2 to 50 years and reviews the useful lives of depreciable assets at end of each reporting date. As at 30 June 2024, management assesses that the useful lives represent the expected utility of the assets to the Group and the Company. The carrying amounts are analysed in Notes 4 to the financial statements.

Actual results, however, may vary due to change in the expected level of usage and technological developments, which may result in the adjustment to the Group's assets.

Management expects that the expected useful lives of the property, plant and equipment and right-of-use assets would not have material difference from the management's estimates and hence it would not result in material variance in the Group's financial performance for the financial year.

Inventories

Inventories are measured at the lower of cost and net realisable value. In estimating net realisable value, management takes into account the most reliable evidence available at the times the estimates are made. The Group's core business is subject to economical and technology changes which may cause selling prices to change rapidly, and the Group's financial performance to change.

The carrying amount of the Group's inventories at the reporting date is disclosed in Note 6 to the financial statements.

2. BASIS OF PREPARATION (CONT'D)

2.6 Significant Accounting Estimates and Judgements (cont'd)

2.6.1 Estimation uncertainty and significant management judgements (cont'd)

Information about significant estimates, assumptions and significant management judgements that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses are discussed below (cont'd): -

Provision for expected credit losses ("ECL") of trade receivables

The Group uses a provision matrix to calculate ECL for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and rating, and coverage by letters of credit and other forms of credit insurance).

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward- looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the construction and plantation sectors, the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECL is a significant estimate. The amount of ECL is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in Note 7.

Income taxes

Significant judgement is involved in determining the Group-wide provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises tax liabilities based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such difference will impact the income tax and deferred tax provisions in the period in which such determination is made.

Impairment of non-financial assets

An impairment loss is recognised for the amount by which the asset's or cash-generating unit's carrying amount exceeds its recoverable amount. To determine the recoverable amount, management estimates expected future cash flows from each asset or cash- generating unit and determines a suitable interest rate in order to calculate the present value of those cash flows. In the process of measuring expected future cash flows, management makes assumptions about future operating results. The actual results may vary, and may cause significant adjustments to the Group assets within the next financial year.

In most cases, determining the applicable discount rate involves estimating the appropriate adjustments to market risk and the appropriate adjustments to asset- specific risk factors.

3. MATERIAL ACCOUNTING POLICIES

The Group and the Company applied the material accounting policies, as summarized below, consistently throughout all periods presented in the financial statements, unless otherwise stated.

3.1 Basis of Consolidation

The Group's financial statements consolidate the audited financial statements of the Company and all of its subsidiaries, which have been prepared in accordance with the Group's accounting policies. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group. The financial statements of the Company and its subsidiaries are all drawn up to the same reporting date other than disclosure in the financial statements.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognised in asset, such as inventory and property, plant and equipment) are eliminated in full in preparing the consolidated financial statements. Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements.

Non-controlling interests at the end of the reporting period, being the equity in a subsidiary not attributable directly or indirectly to the equity holders of the Company, are presented in the consolidated statement of financial position and statement of changes in equity within equity, separately from equity attributable to the owners of the Company. Non-controlling interests in the results of the Group is presented in the consolidated statements of profit or loss and other comprehensive income as an allocation of the profit or loss and the comprehensive income for the year between non-controlling interests and the owners of the Company.

Losses applicable to the non-controlling interests in a subsidiary are allocated to the non-controlling interests even if that results in a deficit balance.

Subsidiaries are consolidated from the date on which control is transferred to the Group and are no longer consolidated from the date that control ceases.

Changes in the Company owners' ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. In such circumstances, the carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the parent.

3. MATERIAL ACCOUNTING POLICIES (CONT'D)

3.1 Basis of Consolidation (cont'd)

Acquisition of subsidiary is accounted for using the acquisition method. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any non-controlling interest.

Any excess of the cost of the business combination over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities represents goodwill.

Any excess of the Group's interest in the fair value of the identifiable assets, liabilities and contingent liabilities over the cost of business combination is recognized as income on the date of acquisition.

The gain on loss in disposal of a subsidiary is the difference between net disposal proceeds and the Group's share of its net assets together with any unamortized or unimpaired balance of goodwill on acquisition and exchange differences.

3.2 Business Combinations and Goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interest in the acquiree.

For each business combination, the Group elects whether it measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition costs incurred are expensed and included in administrative expenses.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date through profit or loss.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes in the fair value of the contingent consideration which is deemed to be an asset or liability will be recognised in accordance with MFRS 9 either in profit or loss or as a change to other comprehensive income. If the contingent consideration is classified as equity, it will not be remeasured. Subsequent settlement is accounted for within equity. In instances where the contingent consideration does not fall within the scope of MFRS 9, it is measured in accordance with the appropriate MFRSs.

3. MATERIAL ACCOUNTING POLICIES (CONT'D)

3.2 Business Combinations and Goodwill (cont'd)

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interest over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognised in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill forms part of a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the cash-generating unit retained.

3.3 Foreign Currency Translation

The Group's consolidated financial statements are presented in RM, which is also the parent company's functional currency.

3.3.1 Foreign currency transactions and balances

Transactions in foreign currencies are initially recorded at the functional currency rates prevailing at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency spot rate of exchange ruling at the reporting date.

All differences are taken to the profit or loss with the exception of all monetary items thatforms part of a net investment in a foreign operation. These are recognised in other comprehensive income until the disposal of the net investment, at which time they are reclassified to profit or loss. Tax charges and credits attributable to exchange differences onthose monetary items are also recorded in other comprehensive income.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates atthe date when the fair value is determined. The gain or loss arising in translation of non- monetary items is recognised in line with the gain or loss of the item that gave rise to the translation difference (translation differences on items whose gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss respectively).

3. MATERIAL ACCOUNTING POLICIES (CONT'D)

3.3 Foreign Currency Translation (cont'd)

3.3.2 Foreign operations

The assets and liabilities of operations denominated in functional currencies other than RM, including goodwill and fair value adjustments arising on acquisition, are translated to RM at exchange rates at the end of the reporting period, except for goodwill and fair value adjustments arising from business combination before 1 February 2011 (the date when the Group and the Company first adopted MFRSs) which are treated as assets and liabilities of the Company. The income and expenses of foreign operations are translated to RM at exchange rates at the date of the transactions.

Foreign currency differences are recognized in other comprehensive income and accumulated in the foreign currency translation reserve in equity. However, if the operation is a non-wholly-owned subsidiary, then the relevant proportionate share of the translation difference is allocated to the non-controlling interests. When a foreign operation is disposed of such that control, significant influence or joint control is lost, the cumulative amount in the foreign currency translation reserve related to that foreign operation is reclassified to profit or loss as part of the profit or loss on disposal.

When the Group disposes of only part of its interest in a subsidiary that includes a foreign operation, the relevant proportion of the cumulative amount is reattributed to non-controlling interests. When the Group disposes of only part of its investment in an associate or joint venture that includes a foreign operation while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

In the consolidated financial statements, when settlement of a monetary item receivable from or payable to a foreign operation is neither planned nor likely in the foreseeable future, foreign exchange gains and losses arising from such a monetary item are considered to form part of a net investment in a foreign operation and are recognized in other comprehensive income, and are presented in foreign currency translation reserve in equity.

3.4 Property, Plant and Equipment

All property, plant and equipment, except for land and building, are measured at cost less accumulated depreciation and less any impairment losses. The cost of an item of property, plant and equipment is recognized as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Group and the Company and the cost of the item can be measured reliably.

Cost includes expenditures that are directly attributable to the acquisition of the assets and any other costs directly attributable to bringing the asset to working condition for its intended use, cost of replacing component parts of the assets, and the present value of the expected cost for the decommissioning of the assets after their use. The cost of self-constructed assets also includes the cost of materials and direct labor. For qualifying assets, borrowing costs are capitalized in accordance with the accounting policy on borrowing costs. All other repair and maintenance costs are recognized in profit or loss as incurred.

Property, plant and equipment are stated at cost or valuation less accumulated depreciation and any accumulated impairment losses. Depreciation is provided on the straight-line method in order to write off the cost of each asset over its estimated useful lives.

Land and buildings are measured at fair value less accumulated depreciation on buildings and impairment losses recognized after the date of the revaluation. Valuations are performed with sufficient regularity, to ensure that the carrying amount does not differ materially from the fair value of the land and buildings at the end of the reporting year.

3. MATERIAL ACCOUNTING POLICIES (CONT'D)

3.4 Property, Plant and Equipment (cont'd)

As at the date of revaluation, accumulated depreciation, if any, is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. Any revaluation surplus arising upon appraisal of land is recognised in other comprehensive income and credited to the 'revaluation reserve' in equity. To the extent that any revaluation decreases or impairment loss has previously been recognized in profit or loss, a revaluation increase is credited to profit or loss with the remaining part of the increase recognized in other comprehensive income. Downward revaluations of land are recognised upon appraisal or impairment testing, with the decrease being charged to other comprehensive income to the extent of any revaluation surplus in equity relating to this asset and any remaining decrease recognised in profit or loss. Any revaluation surplus remaining in equity on disposal of the asset is transferred to retained earnings; the transfer is not made through profit or loss.

Depreciation is recognised on the straight-line method in order to write off the cost or valuation of each asset over its estimated useful life. Freehold land with an infinite life is not depreciated. Other property, plant and equipment are depreciated based on the estimated useful lives of the assets as follows:

Buildings	2%
Motor vehicles	20%
Plant and machinery	5% - 10%
Furniture and fittings	10% - 15%
Renovation	2%
Equipment	10% - 50%

Assets work-in-progress included in the property, plant and equipment are not depreciated as these assets are yet available for use.

The residual values, useful lives and depreciation method are reviewed for impairment when events or changes in circumstances indicate that the carrying amounts may not be recoverable, or at least annually to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Gain or losses arising on the disposal of property, plant and equipment are determined as the difference between the disposal proceeds and the carrying amount of the assets and are recognized in profit or loss.

3.5 Subsidiaries

Subsidiaries are entities, including structured entity, controlled by the Company. Control exists when the Group is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Potential voting rights are considered when assessing control only when such rights are substantive. Besides, the Group considers it has de facto power over an investee when, despite not having the majority of voting rights, it has the current ability to direct the activities of the investee that significantly affect the investee's return.

Investment in subsidiaries are stated at cost less any impairment losses in the Company's statement of financial position, unless the investment is held for sale or distribution.

Upon the disposal of investment in a subsidiary, the difference between the net disposal proceeds and its carrying amount is included in profit or loss.

3. MATERIAL ACCOUNTING POLICIES (CONT'D)

3.6 Inventories

3.6.1 Land held for property development

Land held for property development for which no significant development work has been undertaken or where development activities are not expected to be completed within the normal operating cycle, is classified as non-current. The carrying value of such land classified as inventory under non-current assets is carried at the lower of cost and net realizable value.

Cost associated with the acquisition of land included the purchase price of the land, professional fees, stamp duties, commissions, conversion fees and other relevant levies.

Land held for property development is transferred to property development costs under current assets when development activities have commenced and are expected to be completed within the normal operating cycle.

3.6.2 Finished goods and raw materials

Inventories are measured at the lower of cost and net realizable value.

The cost of inventories is calculated using the weighted average cost formula, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition. In the case of work- in-progress and finished goods, cost includes an appropriate share of production overheads based on normal operating capacity.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

3.7 Cash and Cash Equivalents

Cash and cash equivalents comprise cash in hand and bank balances, which are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value. Bank overdraft is shown in current liabilities in the statements of financial position. For the purpose of the statement of cash flows, cash and cash equivalents are presented net of bank overdrafts and restricted monies.

For the purposes of the financial position, cash and cash equivalents restricted to be used to settle a liability of 12 months or more after the end of the reporting period are classified as non-current asset.

3.8 Non-current Assets Held for Sale

Non-current assets that are expected to be recovered primarily through sale rather than through continuing use, are classified as held for sale.

Classification of the asset as held for sale occurs only when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary and the sale must be highly probable. Management must be committed to a plan to sell the asset which is expected to qualify for recognition as a completed sale within one year from the date of classification. Action required to complete the plan should indicate that it is unlikely that significant changes to the plan will be made or the plan will be withdrawn.

3. MATERIAL ACCOUNTING POLICIES (CONT'D)

3.8 Non-current Assets Held for Sale (cont'd)

Immediately before classification as held for sale, the assets, or components of a disposal group, are remeasured in accordance with the Group's accounting policies. Thereafter generally the assets, or disposal group, are measured at the lower of their carrying amounts and fair value less costs to sell and are not depreciated. Any differences are recognised in the profit or loss.

3.9 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one equity and a financial liability or equity instrument of another equity.

3.9.1 Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income ("OCI"), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group and the Company have applied the practical expedient, the Group and the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group and the Company have applied the practical expedient are measured at the transaction price.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest ("SPPI")' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's and the Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group and the Company commit to purchase or sell the asset.

3. MATERIAL ACCOUNTING POLICIES (CONT'D)

3.9 Financial Instruments (cont'd)

3.9.1 Financial assets (cont'd)

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments);
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments);
- Financial assets designated at fair value through OCI with no recycling of cumulativegains and losses upon derecognition (equity instruments); and
- Financial assets at fair value through profit or loss.

In the year presented, the Group and the Company carry financial assets measured as amortised cost.

Financial assets at amortised cost

Financial assets at amortised cost are subsequently measured using the effective interest ("EIR") method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired. The Group's and the Company's financial assets at amortised cost includes trade and most other receivables, amount due from subsidiaries and cash and bank balances.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- The rights to receive cash flows from the asset have expired, or

- The Group and the Company have transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group and the Company have transferred substantially all the risks and rewards of the asset, or (b) the Group and the Company have neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group and the Company have transferred its rights to receive cash flows from an asset or has entered into a passthrough arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group and the Company continue to recognise the transferred asset to the extent of its continuing involvement. In that case, the Group and the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group and the Company have retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group and the Company could be required to repay.

3. MATERIAL ACCOUNTING POLICIES (CONT'D)

3.9 Financial Instruments (cont'd)

3.9.1 Financial assets (cont'd)

Impairment

The Group and the Company recognise an allowance for expected credit losses ("ECLs") on financial assets measured at amortised cost, debt investments measured at fair value through other comprehensive income, contract assets, and lease receivables. Expected credit losses are a probability-weighted estimate of credit losses.

The Group and the Company measure loss allowances at an amount equal to lifetime expected credit loss, except for debt securities that are determined to have low credit risk at the reporting date, cask and bank balance and other debt securities for which credit risk has not increased significantly since initial recognition, which are measured at 12-month expected credit loss. Loss allowances for trade receivables, contract assets and lease receivables are always measured at an amount equal to lifetime expected credit loss.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit loss, the Group and the Company consider reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information, where available.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of the asset, while 12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within the 12 months after the reporting date. The maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group and the Company are exposed to credit risk.

The Group and the Company estimate the expected credit losses on trade receivables using a provision matrix with reference to historical credit loss experience and forward-looking information.

An impairment loss in respect of financial assets measured at amortised cost is recognised in profit or loss and the carrying amount of the asset is reduced through the use of an allowance account.

An impairment loss in respect of debt investments measured at fair value through other comprehensive income is recognised in profit or loss and the allowance account is recognised in other comprehensive income.

At each reporting date, the Group and the Company assess whether the financial assets carried at amortised cost is credit-impaired. A financial asset is credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

The gross carrying amount of a financial asset is written off (either partially or full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group and the Company determine that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts which subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group and the Company's procedures for recovery amounts due.

3. MATERIAL ACCOUNTING POLICIES (CONT'D)

3.9 Financial Instruments (cont'd)

3.9.2 Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's and the Company's financial liabilities include trade and other payables, amount due to subsidiaries, loans and borrowings including bank overdrafts.

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost

Financial liabilities at amortised cost

This is the category most relevant to the Group and the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate ("EIR") method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statements of profit or loss. This category generally applies to interest-bearing loans and borrowings. The Group's and the Company's financial liabilities of amortised cost includes bank borrowings, trade and most other payables, and amount due to subsidiaries.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

3.9.3 Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount reported in the statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

3. MATERIAL ACCOUNTING POLICIES (CONT'D)

3.9 Financial Instruments (cont'd)

3.9.4 Fair value of financial instruments

The fair value of financial instruments that are traded in active markets at each reporting date is determined by reference to quoted market process or dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs.

For financial instruments not traded in an active market, the fair value is determined using appropriate valuation techniques. Such techniques may include using recent arm's length market transactions; reference to the current fair value of another instrument that is substantially the same; a discounted cash flow analysis or other valuation models.

3.10 Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as lessee

The Group as a lessee applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right of use assets representing the right to use the underlying assets.

3.10.1 Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Leasehold land	Over the lease term of 50 years
Forklift	Over the lease term of 4 years
Equipment	Over the lease term of 3 years
Office building	Over the lease term of 2 years

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in Note 3.13 to the financial statements.

3. MATERIAL ACCOUNTING POLICIES (CONT'D)

3.10 Leases (cont'd)

3.10.2 Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

3.10.3 Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low-value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Group as lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

3. MATERIAL ACCOUNTING POLICIES (CONT'D)

3.11 Borrowing Costs

All borrowing costs are recognised in profit or loss using the effective interest method, in the period in which they are incurred except to the extent that they are capitalised as beingdirectly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to be prepared for its intended use.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress.

Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or completed.

3.12 Tax Expense

Tax expense comprises current tax and deferred tax. Current tax and deferred tax are recognised in profit or loss except to the extent that it relates to a business combination oritems recognised directly in equity or other comprehensive income.

3.12.1 Current tax

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted by the end of the reporting year, andany adjustment to tax payable in respect of previous years.

3.12.2 Deferred tax

Deferred tax is recognised using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities in the statements of financial position and their tax bases. Deferred tax is not recognised for the temporary differences arising from the initial recognition of goodwill, the initial recognition of assets and liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the end of the reporting period.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profitor loss. Deferred tax items are recognised in correlation to the underlying transaction eitherin other comprehensive income or directly in equity.

Deferred tax and liabilities are offset if there is a legally enforceable right to offset currenttax liabilities and assets, and they related to income taxes levied by the same tax authorityon the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised to the extent that it is probable that future taxable profitswill be available against which the temporary difference can be utilised. Deferred tax assetsare reviewed at the end of each reporting period and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

3. MATERIAL ACCOUNTING POLICIES (CONT'D)

3.12 Tax Expense (cont'd)

3.12.2 Deferred tax (cont'd)

Unutilised reinvestment allowances and investment tax allowances, being tax incentives that are not tax baes of an asset, are recognised as deferred tax assets to the extent that it is probable that the future taxable profits will be available against the unutilised tax incentive can be utilised.

3.13 Impairment of Non-financial Assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash generating unit's ("CGU") fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where the carrying amount of an asset exceeds its recoverable amount, the asset is written down to its recoverable amount. In determining fair value less costs to sell, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

The Group bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Group's cash generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of three to five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the profit or loss in those expense categories consistent with the function of the impaired asset.

For assets excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Group estimates the asset's or cash generating unit's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for such asset in prior years.

3. MATERIAL ACCOUNTING POLICIES (CONT'D)

3.14 Revenue

The Group is in the business of manufacturing of rubber compound and other related products and involve in retreading of tyres for motor vehicles. Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

3.14.1 <u>Sale of goods</u>

The Group transfers control of a good or service at a point in time unless one of the following overtime criteria is met: -

a) the customer simultaneously receives and consumes the benefits provided as the Group performs;

b) the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or

c) the Group's performance does not create an asset with an alternative use and the Group has an enforceable right to payment for performance completed to date.

3.14.2 <u>Services rendered</u>

Revenue from services rendered is recognised upon rendering the services.

3.14.3 <u>Rental income</u>

Rental income from investment property is recognised in profit and loss on a straight-line basis over the term of the lease. Lease incentives granted are recognised as an integral partof the total rental income, over the term of the lease.

3.14.4 <u>Interest income</u>

Interest income is recognized as it accrues, using the effective interest method, in profit or loss.

3.15 Employee Benefits

3.15.1 <u>Short-term employee benefits</u>

Wages, salaries, bonuses and social security contributions are recognised as expenses in the financial year, in which the associated services are rendered by employees of the Group and the Company. Short-term accumulating compensated absences such as paid annual leave are recognised when services are rendered by employees that increase their entitlement to future compensated absences, and short-term non-accumulating compensated absences such as sick leave are recognised when the absences occurred.

3. MATERIAL ACCOUNTING POLICIES (CONT'D)

3.15 Employee Benefits (cont'd)

3.15.2 Defined contribution plan

Defined contribution plans are post-employment benefit plans under which the Group and the Company pay fixed contributions into separate entities of funds and will have no legal or constructive obligation to pay further contribution if any of the funds do not hold sufficient assets to pay all employee benefits relating to employee services in the current and preceding financial years.

Such contributions are recognised as expenses in the profit or loss as incurred. As required by law, the Group and the Company made such contributions to Employees Provident Fund ("EPF").

3.16 Contingent Liabilities

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group and the Company. It canalso be a present obligation arising from past events that is not recognised because it is notprobable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably. A contingent liability is not recognised but is disclosed in thenotes to the financial statements. When a change in the probability of an outflow occurs andsuch outflow is probable and can be measured reliably, they will then be recognised as a provision.

3.17 Equity, Reserves and Distributions to Owners

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Ordinary shares are equity instruments.

Share capital represents the nominal value of shares that have been issued. The transaction costs of an equity transaction are accounted for as a deduction from equity. Equity transaction costs comprise only those incremental external costs directly attributable to the equity transaction which would otherwise have been avoided.

Foreign currency translation differences arising on translation of Group's foreign entities are included in the exchange translation reserve.

Accumulated losses include all current and prior period accumulated losses.

Dividends on ordinary shares are accounted for in shareholders' equity as an appropriation of retained earnings.

All transactions with owners of the Company are recorded separately within equity.

3. MATERIAL ACCOUNTING POLICIES (CONT'D)

3.18 Sales Tax

Revenues, expenses and assets are recognised net of the amount of sales tax except:

- Where the sales tax incurred in a purchase of assets or services is not recoverable from the taxation authority, in which case the sales tax is recognised as part of thecost of acquisition of the assets or as part of the expense item as applicable; and
- When receivables and payables that are stated with the amount of sales tax included.

The net amount of sales tax payable to the tax authority is included as part of payables in their statements of financial position.

3.19 Operating Segments

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenue and expenses that relate to transactions with any of the Group's other components. All reporting segments' operating results are reviewed regularly by the chief operating decision maker to make decisions about resources to be allocated to the segment and to assess its performance, and for which discrete financial information is available.

3.20 Loss Per Share

The Group presents basic and diluted loss per share ("LPS") data for its ordinary shares.

Basic LPS is calculated by dividing the profit or loss attributable to ordinary equity holders of the Group over the weighted average number of ordinary shares outstanding during the period.

Diluted LPS is calculated by dividing the profit or loss attributable to ordinary equity holders of the Group over the weighted average number of shares in issue, for the effects of all dilutive potential ordinary shares during the year.

3.21 Provision

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement.

If the effect of the time of money is material, provisions are discounted using a current pre tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

3. MATERIAL ACCOUNTING POLICIES (CONT'D)

3.22 Related Parties

A related party is a person or entity that is related to the Group. A related party transactionis a transfer of resources, services or obligations between the Group and the Company andits related party, regardless of whether a price is charged.

A party is related to an entity if: -

(a) A person or a close member of that person's family is related to the Group if that person: -

(i) has control or joint control over the Group; or
(ii) has significant influence over the Group; or
(iii) is a member of the key management personnel of the Group.

(b) An entity is related to the Group if any of the following conditions applies: -

(i) the entity and the Group are members of the same group.
(ii) the entity is an associate or joint venture of the Group.
(iii) both the Group and the entity are joint ventures of the same third party.
(iv) the Group is a joint venture of a third entity and the other entity is an associate of the same third entity.
(v) the entity is a post-employment benefit plan for the benefits of employees of either the Group or an entity related to the Group.
(vi) the entity is controlled or jointly-controlled by a person identified in (a) above.
(vii) a person identified in (a)(i) above has significant influence over the entity or is a member of the key management personnel of the entity.
(viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group.

4. PROPERTY, PLANT AND EQUIPMENT

	At valuation	*At cost*							
	Leasehold building RM	**Furniture and fittings RM**	**Renovation RM**	**Motor vehicles RM**	**Equipment RM**	**Plant and machinery RM**	**Asset work-in-progress RM**	**Right-of-use assets RM**	**Total RM**
Group									
Cost/Valuation									
At 1 July 2022	20,400,000	2,486,926	1,423,389	2,687,885	27,560,929	64,991,281	30,690,657	8,921,088	159,162,155
Additions	-	6,098	-	-	163,455	19,600	3,128,926	417,972	3,736,051
Revaluation	700,000	-	-	-	-	-	-	2,300,000	3,000,000
Reclassification of right-of-use assets	-	-	-	-	73,840	-	-	(73,840)	-
Reclassification	-	-	-	(404,715)	-	28,747,908	(28,747,908)	-	(404,715)
Early termination of lease contract	-	-	-	-	-	-	-	(147,248)	(147,248)
At 30 June 2023 and 1 July 2023	21,100,000	2,493,024	1,423,389	2,283,170	27,798,224	93,758,789	5,071,675	11,417,972	165,346,243
Additions	-	24,572	-	-	241,603	-	643,127	-	909,302
Written off	-	-	(76,389)	-	(5,188)	-	-	-	(81,577)
Reclassification	(10,000,000)	-	-	-	-	(20,292,641)	20,292,641	10,000,000	-
At 30 June 2024	11,100,000	2,517,596	1,347,000	2,283,170	28,034,639	73,466,148	26,007,443	21,417,972	166,173,968

4. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

	At valuation	*At cost*							
	Leasehold building RM	**Furniture and fittings RM**	**Renovation RM**	**Motor vehicles RM**	**Equipment RM**	**Plant and machinery RM**	**Asset work-in-progress RM**	**Right-of-use assets RM**	**Total RM**
Group (cont'd)									
Accumulated depreciation									
At 1 July 2022	609,000	2,422,918	739,896	2,560,454	26,963,699	55,288,876	-	318,335	88,903,178
Charge for the financial year	609,000	162	134,700	-	108,529	1,589,615	-	312,500	2,754,506
Reclassification of right-of-use assets	-	-	-	-	24,613	-	-	(24,613)	-
Revaluation	(1,218,000)	-	-	-	-	-	-	(522,000)	(1,740,000)
Reclassification	-	-	-	(404,715)	-	-	-	-	(404,715)
Early termination of lease contract	-	-	-	-	-	-	-	(49,391)	(49,391)
At 30 June 2023 and 1 July 2023	-	2,423,080	874,596	2,155,739	27,096,841	56,878,491	-	34,831	89,463,578
Charge for the financial year	330,000	8,771	134,700	-	81,605	871,211	-	838,986	2,265,273
Written off	-	-	(76,389)	-	(5,188)	-	-	-	(81,577)
At 30 June 2024	330,000	2,431,851	932,907	2,155,739	27,173,258	57,749,702	-	873,817	91,647,274
Accumulated impairment									
At 1 July 2022	-	64,008	-	127,431	597,230	3,919,428	-	-	4,708,097
Impairment loss	-	-	-	-	-	-	-	-	-
At June 2023 and 1 July 2023	-	64,008	-	127,431	597,230	3,919,428	-	-	4,708,097
Impairment loss	-	-	-	-	-	-	-	-	-
At 30 June 2024	-	64,008	-	127,431	597,230	3,919,428	-	-	4,708,097
Net carrying amount									
At 30 June 2023	21,100,000	5,936	548,793	-	104,153	32,960,870	5,071,675	11,383,141	71,174,568
At 30 June 2024	10,770,000	21,737	414,093	-	264,151	11,797,018	26,007,443	20,544,155	69,818,597

4. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

	Office equipment RM	Furniture and fittings RM	Right-of-use assets RM	Total RM
Company				
Cost				
At 1 July 2022	34,596	-	-	34,596
Additions	23,560	3,218	417,972	444,750
At 30 June 2023 and 1 July 2023	58,156	3,218	417,972	479,346
Additions	30,955	24,572	-	55,527
At 30 June 2024	89,111	27,790	417,972	534,873
Accumulated depreciation				
At 1 July 2022	32,626	-	-	32,626
Charge for the financial year	6,510	161	34,831	41,502
At 30 June 2023 and 1 July 2023	39,136	161	34,831	74,128
Charge for the financial year	9,212	3,420	208,986	221,618
At 30 June 2024	48,348	3,581	243,817	295,746
Net carrying amount				
At 30 June 2023	19,020	3,057	383,141	405,218
At 30 June 2024	40,763	24,209	174,155	239,127

(a) The leasehold buildings of the Group have been pledged to licensed banks as security for banking facilities granted to the subsidiaries as disclosed in Note 16 to the financial statements.

(b) Revaluation of land and buildings

Land and buildings were revalued in the financial year ended 30 June 2023 by independent professional valuers.

Land and buildings at valuation are categorised as Level 2 fair values.

<u>Level 2 fair values</u>

Level 2 fair values of land and buildings have been generally derived using the sales comparison method. Sales price of comparable land and buildings in close proximity are adjusted for differences in key attributes such as land and buildings size. The most significant input into this valuation approach is price per square foot of comparable land and buildings.

Had the land and buildings of the Group been stated at historical cost less accumulated depreciation, the net carrying amount would have been RM6,231,527 (2023: RM6,952,858).

4. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

(c) Right-of-use assets and lease liabilities

	Group					Company
	At valuation	*At cost*				*At Cost*
	Leasehold land RM	Office building RM	Forklift RM	Equipment RM	Total RM	Office building RM
Cost/Valuation						
At 1 July 2022	8,700,000	-	147,248	73,840	8,921,088	-
Additions	-	417,972	-	-	417,972	417,972
Revaluation	2,300,000	-	-	-	2,300,000	-
Reclassification	-	-	-	(73,840)	(73,840)	-
Early termination of lease contract	-	-	(147,248)	-	(147,248)	-
At 30 June 2023 and 1 July 2023	11,000,000	417,972	-	-	11,417,972	417,972
Reclassification	10,000,000	-	-	-	10,000,000	-
At 30 June 2024	21,000,000	417,972	-	-	21,417,972	417,972
Accumulated depreciation						
At 1 July 2022	261,000	-	32,722	24,613	318,335	-
Charge for the financial year	261,000	34,831	16,669	-	312,500	34,831
Revaluation	(522,000)	-	-	-	(522,000)	-
Reclassification	-	-	-	(24,613)	(24,613)	-
Early termination of lease contract	-	-	(49,391)	-	(49,391)	-
At 30 June 2023 and 1 July 2023	-	34,831	-	-	34,831	34,831
Charge for the financial year	630,000	208,986	-	-	838,986	208,986
At 30 June 2024	630,000	243,817	-	-	873,817	243,817
Net carrying amount						
At 30 June 2023	11,000,000	383,141	-	-	11,383,141	383,141
At 30 June 2024	20,370,000	174,155	-	-	20,544,155	174,155

Details on revaluation of leasehold land refer to Note 4(b) to the financial statements.

The leasehold land of the Group has been pledged to licensed banks as security for banking facilities granted to the subsidiaries as disclosed in Note 16 to the financial statements.

4. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

(d) Right-of-use assets and lease liabilities (cont'd)

Set out below are the carrying amounts of lease liabilities and movements during the financial year:

	2024 RM	2023 RM
Group		
At 1 July	392,671	117,007
Addition	-	417,972
Accretion of interest	21,190	6,588
Early termination of lease contract	-	(100,896)
Payments	(220,000)	(48,000)
At 30 June	193,861	392,671
Represented by:-		
- Current	193,861	198,810
- Non-current	-	193,861
	193,861	392,671
Company		
At 1 July	392,671	-
Addition	-	417,972
Accretion of interest	21,190	4,699
Payments	(220,000)	(30,000)
At 30 June	193,861	392,671
Represented by:-		
- Current	193,861	198,810
- Non-current	-	193,861
	193,861	392,671

The maturity analysis of lease liabilities is disclosed in Note 33(b) to the financial statements.

Lease liabilities of office building bear interest rates of 6.85% (2023:6.85%) per annum.

4. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

(d) Right-of-use assets and lease liabilities (cont'd)

The following are total cash flow from lease: -

	2024 RM	2023 RM
Group		
Interest paid	21,190	6,588
Payment for lease liabilities	198,810	41,412
Payment relating to short-term leases	181,957	163,423
	401,957	211,423
Company		
Interest paid	21,190	4,699
Payment for lease liabilities	198,810	25,301
Payment relating to short-term leases	2,772	-
	222,772	30,000

The following are the amounts recognised in profit or loss: -

	2024 RM	2023 RM
Group		
Depreciation expense of right-of-use assets	838,986	312,500
Lease liabilities interest	21,190	6,588
Expense relating to short-term lease	181,957	163,423
Total amount recognised in profit or loss	1,042,133	482,511
Company		
Depreciation expense of right-of-use assets	208,986	34,831
Lease liabilities interest	21,190	4,699
Expense relating to short-term lease	2,772	-
Total amount recognised in profit or loss	232,948	39,530

5. INVESTMENT IN SUBSIDIARIES

	Company 2024 RM	Company 2023 RM
At cost		
Unquoted shares	53,456,695	53,421,636
Less: Accumulated impairment	(51,921,299)	(39,631,036)
	1,535,396	13,790,600

The impairment loss recognised in the investment in subsidiaries was due to the recoverable amount being less than the cost of investment. This was recognised in the statement of profit or loss as other expenses.

	Company 2024 RM	Company 2023 RM
At 1 July	39,631,036	39,851,865
Impairment loss	12,290,263	529,340
Reversal of impairment	-	(750,169)
At 30 June	51,921,299	39,631,036

5. INVESTMENT IN SUBSIDIARIES (CONT'D)

Details of the subsidiaries are as follows:

Name of company	Place of business/ Country of incorporation	Effective ownership interest (%) 2024	2023	Principal activities
GIIB Rubber Compound Sdn. Bhd. ("GRC")	Malaysia	100	100	Manufacturing of rubber compound and other related product
Big Wheel Green Tyres Sdn. Bhd. ("BWGT")	Malaysia	100	100	Manufacturing and retreading of tyres for motor vehicles
GIIB Development Sdn. Bhd.	Malaysia	100	100	Property development and construction
Goodway Rubber Company Pty. Ltd. ("GWA")(^)	Australia	100	100	Trading of rubber compound material
GIIB Healthcare Products Sdn. Bhd. ("GHP")	Malaysia	51	51	Trading of rubber gloves
Goodway Marketing Sdn. Bhd. ("GWM")	Malaysia	100	100	Trading of rubber compounds related products
GIIB Gloves Manufacturer Sdn. Bhd. ("GGM")	Malaysia	100	100	Manufacturing and trading of rubber gloves
GIIB Material Sciences Pte. Ltd. ("GMS")(*)	Singapore	100	-	Wholesale and trading of rubber-related products

(^) Not require to be audited under the laws of the country of incorporation.
(*) Not audited for the financial year ended 30 June 2024 due to first year incorporation.

(a) Incorporation of a subsidiary

On 23 April 2024, GIIB Material Science Pte. Ltd. ("GMS") was incorporated under the Singapore's Companies Act, 1987 in Singapore under the Company number of 202416112H. The principal activity of GMS is wholesale and trading of rubber-related products. GMS is a wholly owned subsidiary of GIIB Holdings Berhad with current issued and paid-up share capital of SGD10,000 divided into 10,000 ordinary shares each issued to GIIB Holdings Berhad.

5. INVESTMENT IN SUBSIDIARIES (CONT'D)

(b) Material partly-owned subsidiaries

Set out below are the Group's subsidiaries that have material non-controlling interest:

Name of company	Proportion of ownership interest and voting rights held by non-controlling interest		Loss allocated to non-controlling interests		Accumulated non-controlling interest	
	2024	2023	2024	2023	2024	2023
	%	%	RM	RM	RM	RM
GHP	49	49	(3,214,857)	(13,241,774)	(13,840,656)	(10,625,799)

Summarised financial information for each subsidiary that has non-controlling interest that are material to the Group is set out below. The summarised financial information below represents amounts before inter-company eliminations.

(i) Summarised statement of financial position

	GHP	
	2024	2023
	RM	RM
Non-current assets	32,839,076	33,404,740
Current assets	868,387	996,286
Non-current liabilities	(15,066,754)	-
Current liabilities	(46,886,945)	(56,086,330)
Net liabilities	(28,246,236)	(21,685,304)

(ii) Summarised statement of profit or loss and other comprehensive income

	GHP	
	2024	2023
	RM	RM
Revenue	-	1,860,659
Loss for the financial year	(6,560,932)	(27,024,029)
Total comprehensive loss for the financial year	(6,560,932)	(27,024,029)

(iii) Summarised statement of cash flows

	GHP	
	2024	2023
	RM	RM
Net cash used in operating activities	(2,895,042)	(10,551,079)
Net cash used in investing activities	-	(3,128,926)
Net cash generated from financing activities	2,629,951	13,676,740
Net decrease in cash and cash equivalents	(265,091)	(3,265)

6. INVENTORIES

	Group	
	2024 RM	2023 RM
Net realisable value		
Raw materials	1,848,947	2,642,123
Work-in-progress	2,694,025	1,160,631
Finished goods	454,932	6,901,561
	4,997,904	10,704,315
Recognised in profit or loss		
Inventories recognised as cost of sales	41,286,062	24,565,750
Inventories written down	412,770	496,204
Inventories written off	977,988	-

7. TRADE RECEIVABLES

	Group	
	2024 RM	2023 RM
Trade receivables	19,560,549	19,796,251
Less: Allowance for expected credit losses (“ECL”)	(13,364,958)	(11,883,689)
	6,195,591	7,912,562

The movement in allowance for impairment loss during the financial year is as follows:

	Group	
	2024 RM	2023 RM
At 1 July	11,883,689	11,636,682
Allowance for impairment loss recognised	1,016,000	314,837
Reclassification	465,269	-
Reversal during the financial year	-	(67,830)
At 30 June	13,364,958	11,883,689

The normal credit terms granted by the Group to the trade receivables ranging from 30 to 120 (2023: 30 to 120) days.

The impairment loss on trade receivables is reversed in the previous financial year due to subsequent receipts of the related amount.

8. OTHER RECEIVABLES

	Group		Company	
	2024 RM	2023 RM	2024 RM	.2023 RM
Non-trade receivables	5,655,879	7,695,950	634,328	663,962
Deposits	-	67,113	-	-
Less: Allowance for ECLs	(6,347)	(3,583,652)	(3,971)	-
	5,649,532	4,179,411	630,357	663,962
Prepayments	488,969	14,097	4,781	1,560
Deposits	1,640,548	277,070	102,130	107,130
GST receivable	-	37,404	-	-
	7,779,049	4,507,982	737,268	772,652

The movement of allowance for impairment loss is as follows:

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
At 1 July	3,583,652	3,487,337	-	-
Allowance for impairment loss recognised	6,347	96,315	3,971	-
Written off	(3,118,383)	-	-	-
Reclassification	(465,269)	-	-	-
At 30 June	6,347	3,583,652	3,971	-

9. AMOUNT DUE FROM/(TO) SUBSIDIARIES

	Company	
	2024 RM	2023 RM
Amount due from subsidiaries	82,328,073	84,708,700
Less: Allowance for impairment loss	(26,204,013)	(32,301,057)
	56,124,060	52,407,643
Amount due to subsidiaries	(22,403,009)	(24,345,178)

The movement of allowance for impairment loss is as follow: -

	Company	
	2024 RM	2023 RM
At 1 July	32,301,057	32,301,057
Allowance for impairment loss recognised	3,107,228	-
Reversal during the financial year	(9,204,272)	-
At 30 June	26,204,013	32,301,057

The amount due from/(to) subsidiaries arising from non-trade transactions is unsecured, bears no interest and the repayable on demand.

10. CASH AND BANK BALANCES

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Cash and bank balances	2,202,338	2,397,550	154,837	6,886

Included in the cash and bank balances of the Group is restricted monies amounting to RM1,482,728 (2023: RM2,004,271) held under the Debt Service Reserve Account of a subsidiary for conventional term loan.

For the purpose of statement of cash flows, cash and cash equivalents comprise the following:

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Cash and bank balances	2,202,338	2,397,550	154,837	6,886
Bank overdraft	(2,012,801)	(2,278,360)	-	-
	189,537	119,190	154,837	6,886
Less: Restricted monies	(1,482,728)	(2,004,271)	-	-
Cash and cash equivalents	(1,293,191)	(1,885,081)	154,837	6,886

11. ASSET HELD FOR SALE

	Group	
	2024 RM	2023 RM
At 1 July	7,411,595	-
Reclassification	-	7,411,595
Disposal	(7,411,595)	-
At 30 June	-	7,411,595

Asset held for sale was a piece of land located at KM12, Jalan Tuaran Kota Kinabalu, Sabah under the land title CL Nos: 015583463 which has been disposed during the financial year.

12. SHARE CAPITAL

	Group and Company			
	Number of ordinary shares		Amount	
	2024 Unit	2023 Unit	2024 RM	2023 RM
Issued and fully paid up				
At 1 July	591,293,801	591,293,801	151,096,855	151,096,855
Issuance of shares				
- Private placement	59,129,300	-	4,730,344	-
At 30 June	650,423,101	591,293,801	155,827,199	151,096,855

(a) The holders of ordinary shares are entitled to receive dividends as and when declared by the Company and are entitled to one vote per ordinary share at meetings of the Company. The ordinary shares have no par value.

(b) On 29 April 2024, the Company increased its issued and paid-up share capital from RM151,096,855 to RM155,827,199 by way of issuance of 59,129,300 new ordinary shares pursuant to private placement exercise at issue price of RM0.08 per ordinary shares.

13. WARRANT RESERVES

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Warrant reserve	4,726,959	4,726,959	4,726,959	4,726,959

The warrant reserve relates to the portion of proceeds from the rights shares issue ascribed to the attached warrants. As and when the warrants are exercised, the related balance in the warrant reserve will be transferred to the share capital account. Each warrant carries the right to subscribe for one (1) new ordinary share in the Company at an exercise price of RM0.42. The warrants will expire on 1 September 2026. At the expiry of the warrants, the balance in the warrant reserve will be transferred to accumulated losses.

The salient terms of the Warrants 2021/2026 ("Warrants") are as follows: -

(i) Each Warrants 2021/2026 entitles the registered holder to subscribe for one (1) new ordinary share in the Company at any time on or before the maturity date 1 September 2026, falling five (5) years from the date of issue of the Warrants 2021/2026. Unexercised Warrants afterthe exercise period will thereafter lapse and cease to be valid;

(ii) The exercise price of the Warrants is fixed at RM0.42 per Warrant;

(iii) The new ordinary shares to be issued upon the exercise of the Warrants shall rank pari passuin all respects with the existing ordinary shares of the Company; and

(iv) The Warrants 2021/2026 were listed and quoted on the Main Market of Bursa Malaysia Securities Berhad on 7 September 2021.

14. REVALUATION RESERVE

The revaluation reserve is in respect of the revaluation surplus of leasehold land and buildings and is not available for distribution as dividends.

	Group	
	2024 RM	2023 RM
Surplus on revaluation of leasehold land and buildings		
At 1 July	29,895,039	25,155,039
Arising from revaluation of property, plant and equipment	-	4,740,000
Transfer to retained earnings upon disposal of property, plant and equipment	(2,139,848)	-
At 30 June	27,755,191	29,895,039
Less: Deferred taxation		
At 1 July	5,416,034	4,942,034
Revaluation gain recognised in other comprehensive income	-	474,000
Transfer to retained earnings upon disposal of property, plant and equipment	(216,728)	-
At 30 June	5,199,306	5,416,034
Net carrying amount		
At 30 June	22,555,885	24,479,005

15. FOREIGN CURRENCY TRANSLATION RESERVE

The foreign currency translation reserves comprise all foreign currency differences arising from the translation of the financial statements of foreign operations.

16. LOAN AND BORROWINGS

		Group		Company	
	Notes	**2024 RM**	**2023 RM**	**2024 RM**	**2023 RM**
Non-current liabilities					
Secured					
Term loans	(a)	-	2,620,053	-	2,620,053
Unsecured					
Islamic financings	(b)	1,895,833	-	-	-
		1,895,833	2,620,053	-	2,620,053
Current liabilities					
Secured					
Term loans	(a)	2,280,060	2,668,271	-	2,660,099
Bank overdraft	(c)	2,012,801	2,278,360		-
Bills payables	(c)	-	956,112	-	-
Unsecured					
Islamic financings	(b)	2,000,000	-	-	-
		6,292,861	5,902,743	-	2,660,099
Total loan and borrowings		8,188,694	8,522,796	-	5,280,152

(a) Secured term loans

Term loan I

Term loan I is repayable by 72 monthly instalments of which the 1st 12 month is payable by RM85,000 and the balance is payable by RM258,636 until full settlement.

The Term loan I is secured by the following: -

(i) Facility agreement between licensed bank and a subsidiary of the Company;
(ii) Legal charge over the leasehold land and buildings of the subsidiaries of theCompany;
(iii) Debenture over all fixed and floating, present and future assets of subsidiaries of the Company;
(iv) Corporate guarantee by the Company; and
(v) Joint and several guarantee by certain Directors of a subsidiary and of the Company.

Subsequent to financial year ended 30 June 2024, the Group has refinanced this term loan.

16. LOAN AND BORROWINGS (CONT'D)

(a) Secured term loans (cont'd)

Term loan II

Term loan II is made up of 36 monthly instalments including 12 months grace period from the date of first disbursement.

The Term loan II is repayable by 24 equal monthly payment of RM27,424.

The Term loan II has been fully settled in the current financial year.

(b) Islamic financing

Islamic financing I

Islamic financing I is repayable by 24 equal monthly instalments of RM141,667.

Islamic financing II

Islamic financing II is repayable by 24 equal monthly instalments of RM85,000.

(c) Bank overdraft and bills payable

The bank overdraft and bills payable are secured by the following: -

(i) Legal charge over the leasehold land and buildings of the subsidiaries of the Company;
(ii) Debenture over all fixed and floating, present and future assets of the subsidiaries ofthe Company; and
(iii) Corporate guarantee by the Company.

17. PROVISION FOR LIABILITIES

	Notes	Group 2024 RM	Group 2023 RM
Non-current			
Liabilities of a material litigation	32	15,066,754	-
Current			
Liabilities of a material litigation	32	-	15,066,754

During the year, the liabilities of a material litigation of RM15,066,754 were reclassified from current liabilities to non-current liabilities, as they are not expected to be due and payable within the next 12 months. The ongoing court proceedings and litigation process related to the liabilities, as disclosed in Note 32, are not expected to be resolved within the next 12 months.

18. DEFERRED TAX LIABILITIES

The balance of deferred tax liabilities is made up of tax effect on temporary differences arising from the following items: -

	Group	
	2024	2023
	RM	RM
At 1 July	1,228,597	1,094,510
Recognised in profit or loss	1,190,528	-
Revaluation of leasehold land and buildings	-	474,000
Realisation upon disposal of assets	(216,728)	-
Others	421,701	(339,913)
At 30 June	2,624,098	1,228,597

	Group	
	2024	2023
	RM	RM
Carrying amount of qualifying property, plant and equipment in excess of their tax base	-	227,291
Revaluation of leasehold land and building	2,624,098	1,339,163
Unabsorbed business losses	-	(337,857)
	2,624,098	1,228,597

19. TRADE PAYABLES

	Group	
	2024	2023
	RM	RM
Trade payables	12,606,631	9,223,861

The normal trade credit terms granted by the trade payables range from 30 to 90 days (2023: 30 to 90 days).

20. OTHER PAYABLES AND ACCRUALS

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Current				
Non-trade payables	10,432,875	9,179,110	1,571,845	1,369,614
Accruals	6,484,793	7,059,546	1,037,955	864,638
SST and withholding tax payable	291,311	370,450	-	-
Deposit received	223,877	3,040,877	-	-
Amount due to Directors	272,516	1,438,948	262,618	765,684
	17,705,372	21,088,931	2,872,418	2,999,936

RM2,222,462 (2023: Nil) of the Group's non-trade payables are subject to interest rate of 15% (2023: Nil).

The amount due to Directors represents non-trade advances which is unsecured, interest free and repayable on demand.

21. REVENUE

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Revenue from contracts with customers:				
Sales of rubber compound	45,470,348	38,319,263	-	-
Sales of rubber gloves	-	1,860,659	-	-
Sale of land	14,000,000	-	-	-
Management fee	-	-	5,040,000	832,087
	59,470,348	40,179,922	5,040,000	832,087
Timing of revenue recognition:				
Service/Goods transferred at a point in time	59,470,348	40,179,922	5,040,000	832,087

22. OTHER INCOME

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Foreign exchange gain:				
- Realised	70,856	-	-	-
Rental income	240,000	30,000	-	-
Waiver of payables	56,249	-	-	-
Discount received	-	52,347	-	-
Sundry income	282,329	69,215	-	-
Net reversal of impairment on:				
- investment in subsidiaries	-	-	-	220,829
- amount due from subsidiary	-	-		-
Gain on early termination of right-of-use	-	3,039	-	-
Interest income	1,037	-	244,787	-
	650,471	154,601	244,787	220,829

23. FINANCE COSTS

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Bank interest	-	3,456	-	3,432
Interest on bank overdraft	153,420	142,095	-	-
Bills payable	52,102	242,416	-	-
Interest on lease liabilities	21,190	6,588	21,190	4,699
Interest on term loans	403,293	594,492	-	581,249
Creditors' interest	629,225	7,020	-	-
	1,259,230	996,067	21,190	589,380

24. LOSS BEFORE TAX

Loss before tax is determined after charging/(crediting) amongst other, the following items:

	Group		Company	
	2024 **RM**	**2023** **RM**	**2024** **RM**	**2023** **RM**
After charging/(crediting):-				
Auditors' remuneration				
- Statutory audit	197,000	196,000	100,000	87,000
- Others	9,000	9,000	9,000	9,000
Loss on foreign exchange				
- Realised	176,959	77,620	-	-
- Unrealised	63,584	21,078	1,480	-
Depreciation				
- Property, plant and equipment	1,426,287	2,442,006	12,632	6,671
- Right-of-use asset	838,986	312,500	208,986	34,831
Impairment loss on investment in subsidiary	-	-	12,290,263	-
Expenses for short-term leases	181,957	163,423	2,772	-
Provision for liabilities (Refer to note 17)	-	15,066,754	-	-
Provision for slow-moving inventories	412,770	495,204	-	-
Inventories written off	977,988	-	-	-
Bad debt written off	1,015,526	47,650	19,700	
Net loss on/(reversal of) impairment of financial assets:				
- Trade receivables	1,016,000	247,007	-	-
- Other receivables	6,347	96,315	3,971	-
- Amount due from subsidiaries	-	-	(6,097,044)	-

25. TAXATION

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Tax expenses recognised in profit or loss				
Current tax				
Under provision in prior year	1,574,286	163	86,677	-
Deferred tax				
Origination and reversal of temporary differences	1,190,528	-	-	-
	2,764,814	163	86,677	-

Malaysian income tax is calculated at the statutory tax rate of 24% of the estimated assessable loss for the financial year. Taxation for other jurisdiction is calculated at the rates in the respective jurisdiction.

A reconciliation of tax credit applicable to the loss before tax at the statutory tax rate to tax credit at the effective tax rate of the Group and of the Company are as follows: -

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
(Loss)/Profit before tax	(17,773,327)	(23,548,640)	(5,774,875)	(2,877,367)
Income tax calculated at tax rate of 24% (2023: 24%)	(4,265,598)	(5,651,674)	(1,385,970)	(690,568)
Depreciation for non-qualifying assets	517,875	402,367	-	-
Expenses not deductible for tax purposes	325,844	3,960,471	3,096,000	2,287
Income not subject to tax	-	(5,140,252)	(1,463,291)	(52,999)
Movement of deferred tax assets not recognised	4,583,872	6,429,088	(246,739)	741,280
Effect of taxes in foreign jurisdiction	28,535	-	-	-
Under provision of tax expenses in prior financial years	1,574,286	163	86,677	-
	2,764,814	163	86,677	-

25. TAXATION (CONT'D)

Deferred tax assets (at gross) have not been recognised in respect of the following items due to uncertainty of its recoverability:-

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Temporary differences arising from:-				
Unabsorbed tax losses	70,142,788	51,554,856	6,083,111	7,085,138
Unabsorbed capital allowances	6,064,954	5,238,763	-	16,078
Other temporary differences	(762,996)	(448,340)	(12,760)	(2,786)
	75,444,746	56,345,279	6,070,351	7,098,430

The comparative figures of the Group and of the Company have been revised to reflect the previous year's final tax submission.

Pursuant to Section 8 of the Finance Act 2021 (Act 833), the time frame to carry forward tax losses for Year of Assessment ("YA") 2019 and subsequent years of assessment has been extended from 7 to 10 consecutive years of assessment. Unabsorbed tax losses accumulated up to the YA 2018 can now be carried forward for 10 consecutive years of assessment until the YA 2028.

The unabsorbed tax losses of the Group are available for offsetting against future taxable profits of the respective entities within the Group, subject to no substantial change in shareholdings of those entities under the Income Tax Act, 1967 and guidance issued by the tax authority as follows (at gross):

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Utilisation period				
Indefinite	8,848,862	5,483,899	(12,760)	13,292
Expiring in YA 2029	16,051,782	17,053,809	4,828,534	5,830,561
Expiring in YA 2030	11,772,685	11,772,685	-	-
Expiring in YA 2031	11,239,059	11,239,059	-	-
Expiring in YA 2032	3,324,481	3,324,481	141,345	141,345
Expiring in YA 2033	4,913,749	4,913,749	158,442	158,442
Expiring in YA 2034	2,557,597	2,557,597	954,790	954,790
Expiring in YA 2035	16,736,531	-	-	-
	75,444,746	56,345,279	6,070,351	7,098,430

26. LOSS PER SHARE

(a) Basic loss per share

The basic loss per share is calculated based on the consolidated loss for the financial year attributable to owners of the Company and the weighted average number of ordinary shares in issue during the financial year as follows:

	Group	
	2024 RM	2023 RM
Loss attributable to owners of Company	(17,323,284)	(10,307,029)
Weighted average number of ordinary shares:		
Issued ordinary shares at 1 July	591,293,801	591,293,801
Effect of ordinary shares issued during the financial year	59,129,300	-
Weighted average number of ordinary shares at 30 June	650,423,101	591,293,801
Loss per ordinary shares (in sen)	(2.66)	(1.74)

(a) Diluted loss per share

The diluted loss per share has been calculated based on the adjusted consolidated loss for the financial year attributable to the owners of the Company and the weighted average number of ordinary shares in issue during the financial year have been adjusted for the dilutive effects of all potential ordinary shares as follows:

	Group	
	2024 RM	2023 RM
Loss attributable to owners of Company	(17,323,284)	(10,307,029)
Weighted average number of ordinary shares	650,423,101	591,293,801
Potential dilution arising from outstanding Warrants*	-	-
Weighted average number of ordinary shares at 30 June (diluted)	650,423,101	591,293,801
Loss per ordinary shares (in sen)	(2.66)	(1.74)

* The effects of potential ordinary shares arising from the conversion of Warrants are anti-dilutive and accordingly, they have been ignored in the calculation of dilutive loss per share. As a result, the diluted loss per share is equal to the basic loss per share.

27. EMPLOYEE BENEFIT EXPENSES

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Salaries, wages and other emoluments	8,006,985	7,305,609	2,090,694	1,135,198
Social security contributions	72,885	69,505	8,797	4,968
Defined contribution plans	694,896	658,311	302,967	301,020
Other benefits	281,361	203,477	17,877	14,555
	9,056,127	8,236,902	2,420,335	1,455,741

Included in employee benefits expense of the Group and Company is executive directors' remuneration amounting to RM1,435,106 (2023: RM2,277,059) and RM1,152,408 (2023: RM1,523,859) respectively.

28. RELATED PARTY DISCLOSURES

Parties are considered to be related to the Group if the Group has the ability, directly or indirectly, to control or jointly control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group or the Company and the party are subject to common control.

In addition to the information detailed elsewhere in the financial statements, the Group has related party relationships with its Directors and key management personnel and entities within the same group of companies.

(a) Related party transactions

The related party transactions described below were entered into in the normal course of business carried out based on negotiated terms and conditions and are mutually agreed with respective parties. The significant related party transactions during the financial period are as follows: -

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Management fee charged to subsidiary companies	-	-	5,040,000	832,087
Salaries and other emoluments paid to related parties	783,219	109,600	783,219	109,600

28. RELATED PARTY DISCLOSURES (CONT'D)

(b) Compensation of key management personnel

Key management personnel is defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group either directly or indirectly and entity that provides key management personnel services to the Group.

Key management includes all the Directors of the Company and its subsidiaries and certain members of senior management of the Group.

The remuneration of the Directors is made in Directors' Remuneration to the Directors' report.

The remuneration of other key management personnels other than the Directors of the Company are as follow: -

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Short-term employee benefits	380,078	-	316,250	-
Short-term defined contribution plan	44,308	-	37,596	-
	424,386	-	353,846	-

29. CATEGORIES OF FINANCIAL INSTRUMENTS

The table below provides an analysis of financial instruments categorised as financial assets and liabilities measured at amortised cost ("AC") as follows: -

	Carrying amount RM	AC RM
Group		
2024		
Financial assets		
Trade receivables	6,195,591	6,195,591
Other receivables and deposits	7,290,080	7,290,080
Cash and bank balances	2,202,338	2,202,338
	15,688,009	15,688,009
Financial liabilities		
Trade payables	(12,606,631)	(12,606,631)
Other payables and accruals	(17,705,372)	(17,705,372)
Loan and borrowings	(8,188,694)	(8,188,694)
	(38,500,697)	(38,500,697)
2023		
Financial assets		
Trade receivables	7,912,562	7,912,562
Other receivables and deposits	4,456,481	4,456,481
Cash and bank balances	2,397,550	2,397,550
	14,766,593	14,766,593
Financial liabilities		
Trade payables	(9,223,861)	(9,223,861)
Other payables and accruals	(20,718,481)	(20,718,481)
Loan and borrowings	(8,522,796)	(8,522,796)
	(38,465,138)	(38,465,138)
Company		
2024		
Financial assets		
Other receivables and deposits	732,487	732,487
Amount due from subsidiaries	56,124,060	56,124,060
Cash and bank balances	154,837	154,837
	57,011,384	57,011,384
Financial liabilities		
Other payables and accruals	(2,872,418)	(2,872,418)
Amount due to subsidiaries	(22,403,009)	(22,403,009)
	(25,275,427)	(25,275,427)
2023		
Financial assets		
Other receivables and deposits	771,092	771,092
Amount due from subsidiaries	52,407,643	52,407,643
Cash and bank balance	6,886	6,886
	53,185,621	53,185,621
Financial liabilities		
Other payables and accruals	(2,999,936)	(2,999,936)
Amount due to subsidiaries	(24,345,178)	(24,345,178)
Loan and borrowings	(5,280,152)	(5,280,152)
	(32,625,266)	(32,625,266)

30. CAPITAL MANAGEMENT

The Group manages its capital to ensure that entities within the Group will be able to maintain an optimal capital structure so as to support their businesses and maximize shareholders' value. To achieve this objective, the Group may make adjustments to the capital structure in view of changes in economic conditions, such as adjusting the amount of dividend payment, returning of capital to shareholders or issuing new shares.

The Group manages its capital based on debt-to-equity ratio that complies with debt covenants and regulatory, if any. The debt-to-equity ratio is calculated as net debt divided by total equity. The Group includes within net debt, loans and borrowings from financial institutions, trade payables, interest-bearing other payables and lease liabilities less cash and bank balances. Total equity includes equity attributable to the owners of the parent and non-controlling interest.

The debt-to-equity ratio of the Group at the end of the reporting period was as follow: -

	Group		**Company**	
	2024 RM	**2023 RM**	**2024 RM**	**2023 RM**
Total loan and borrowings (Note 16)	8,188,694	8,522,796	-	5,280,152
Trade payables (Note 19)	12,606,631	9,223,861	-	-
Interest-bearing other payables (Note 20)	2,222,462	-	-	-
Total lease liabilities	193,861	392,671	193,861	392,671
	23,211,648	18,139,328	193,861	5,672,823
Less: Cash and bank balances	(2,202,338)	(2,397,550)	(154,837)	(6,886)
Net debt	21,009,310	15,741,778	39,024	5,665,937
Total equity	33,156,924	48,864,015	33,321,400	34,452,608
Gearing ratio	0.63	0.32	-*	0.16

** representing amount less than 0.01*

There were no changes in the Group and Company's approach to capital management during the financial year.

31. OPERATING SEGMENTS

(a) Business segments

Management currently identifies the Group's operating segment into the following: -

Business segments	Business activities
Rubber compounds	Manufacture and distribution of rubber compound and related products.
Property development	Property development.
Re-treading services	Re-treading of tyres for motor vehicles, earthmovers and trading of tyres related products.
Trading	Retailing and wholesale of natural rubber and the related goods.
Others	Investment holding.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss which, in certain respects as explained in the table below, is measured differently from operating profit or loss in the consolidated financial statements.

Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

31. OPERATING SEGMENTS (CONT'D)

Business segments (cont'd)

2024	Notes	Rubber compounds RM	Re-treading services RM	Property development RM	Trading RM	Others RM	Adjustments and eliminations RM	Total RM
Revenue								
External revenue		45,470,348	-	14,000,000	-	-	-	59,470,348
Inter-segment revenue	(i)	-	-	-	-	5,040,000	(5,040,000)	-
Total revenue		45,470,348	-	14,000,000	-	5,040,000	(5,040,000)	59,470,348
Results								
Segment results		(10,736,151)	(45,123)	5,666,037	(283,571)	(5,312,422)	-	(10,711,230)
Interest income		-	-	-	-	1,037	-	1,037
Finance cost		(1,236,570)	-	-	(1,470)	(21,190)	-	(1,259,230)
Taxation		(1,377,398)	-	-	(1,295,739)	(86,677)	-	(2,759,814)
Other non-cash expenses	(ii)	(4,234,282)	(210,860)	(12,408)	(991,064)	(245,290)	-	(5,693,904)
Segment (loss)/profit		(17,584,401)	(255,983)	5,653,629	(2,571,844)	(5,664,542)	-	(20,423,141)
Assets								
Additions to non-current assets	(iii)	853,775	-	-	-	55,527	-	909,302
Segment assets		80,243,026	47,204	24,482,773	33,719,484	61,932,697	(109,431,705)	90,993,479
Liabilities								
Segment liabilities		76,439,294	43,601,425	60,509,622	62,000,818	25,359,289	(210,188,893)	57,721,555

31. OPERATING SEGMENTS (CONT'D)

Business segments (cont'd)

2023	Notes	Rubber compounds RM	Re-treading services RM	Property development RM	Trading RM	Others RM	Adjustments and eliminations RM	Total RM
Revenue								
External revenue		38,319,263	-	-	1,860,659	-	-	40,179,922
Inter-segment revenue	(i)	-	-	-	-	832,087	(832,087)	-
Total revenue		38,319,263	-	-	1,860,659	832,087	(832,087)	40,179,922
Results								
Segment results		1,717,556	(191,072)	(42,746)	(2,184,073)	(3,299,401)	-	(3,999,736)
Interest income		72,254	-	52,346	30,000	-	-	154,600
Finance cost		(406,663)	-	(24)	-	(589,381)	-	(996,068)
Taxation		-	-	-	(163)	-	-	(163)
Other non-cash expenses	(ii)	(3,053,430)	(75,879)	-	(15,536,626)	(41,501)	-	(18,707,436)
Segment profit/(loss)		(1,670,283)	(266,951)	9,576	(17,690,862)	(3,930,283)	-	(23,548,803)
Assets								
Additions to non-current assets	(iii)	162,375	-	-	3,128,926	26,778	-	3,318,079
Segment assets		72,484,377	183,313	36,169,591	34,413,049	43,125,367	(81,987,709)	104,387,988
Liabilities								
Segment liabilities		50,452,365	49,631,551	71,443,584	56,122,540	8,672,759	(180,798,826)	55,523,973

31. OPERATING SEGMENTS (CONT'D)

(a) Business segment (cont'd)

(i) Inter-segment revenue is eliminated on consolidation.

(ii) Other non-cash expenses consist of the following items as presented in the notes to the financial statements: -

	Group	
	2024 RM	2023 RM
Other non-cash item:		
Depreciation of property, plant and equipment	1,426,287	2,442,006
Depreciation of right-of-use assets	838,986	312,500
Net impairment loss on financial assets	1,022,347	343,322
Provision for slow-moving inventories	412,770	495,204
Provision of liabilities	-	15,066,754
Inventories written off	977,988	-
Bad debt written off	1,015,526	47,650
	5,693,904	18,707,436

(iii) Additions to non-current assets consists of: -

	Group	
	2024 RM	2023 RM
Property, plant and equipment	909,302	3,318,079

31. OPERATING SEGMENTS (CONT'D)

(b) Geographical segment

The retreading service, property development and trading operations are solely based in Malaysia. Whereas, the rubber compound operations are based not only in Malaysia but also spread throughout the rest of Asia, Oceanic, Africa, Middle East and North America.

In presenting information in the basis of geographical segments, segment revenue is based on the geographical location of customers.

	Group	
	2024	2023
	RM	RM
Revenue		
Malaysia	37,231,153	28,185,537
Rest of Asia	7,930,987	3,715,853
Oceania	8,923,254	4,368,833
Africa	2,156,196	1,634,088
Europe	484,762	778,908
Middle East	1,406,979	970,030
South America	1,333,845	526,669
North America	3,172	4
	59,470,348	40,179,922

(c) Information about the major customers

The following are the major customers with revenue equal or more than 10% of the Group's total revenue:

	Revenue		Segment
	2024	2023	
	RM	RM	
Customer A	16,262,573	16,241,236	Rubber compounds

32. MATERIAL LITIGATION

1. GIIB HEALTHCARE PRODUCTS SDN. BHD ("GHP"). vs GLOMAXES LATEX GLOVE MANUFACTURER SDN. BHD ("Glomaxes").

Glomaxes issued a statutory notice under Section 466(1) of the Companies Act 2016 against GHP, a 51% owned subsidiary of GIIB Holdings Bhd (GIIB) for a disputed claim of RM14,393,877.30. Mr. Yee Voon Hon is a 49% shareholder of GHP and, together with his family, owns Glomaxes whereby he is director in Glomaxes and Managing Director in GHP. On 27th June 2022, Glomaxes was injuncted and prevented from filing a winding up petition against GHP following a consent judgement.

Glomaxes has, on 16th August 2022, registered an adjudication proceeding pursuant to the Construction Industry Payment and Adjudication Act 2012 ("CIPAA Award") to adjudicate claims against the Defendant. On 7th November 2022, the adjudicator decision awarded the sum of RM14,393,877 and 5% interest rate and costs in favour of Glomaxes. Glomaxes has filed a winding up petition on 5th January 2023 whereby the Group has filed an intervention application to the winding up petition.

At the intervention application hearing on 16th October 2024, the court has set the next hearing date on 24 January 2025 for the solicitors to resolve the application to set aside the adjudication decision under the CIPAA Award and application to enforce the CIPAA Award in the Kuala Lumpur High Court.

2. GIIB HOLDINGS BHD. vs (1) Wong Weng Yew (2) Yee Voon Hon (3) Yee Kwek Keong (4) Yap Kwee Heong (5) Glomaxes Latex Glove Manufacturer Sdn Bhd (6) Ewe Ee May and (7) Michelle Sammy.

On 3rd June 2022 the company has filed a suit against the Defendants for amongst others, conspiracy to injure the Company, breach of fiduciary duties and seek, inter alia, damages in the sum of RM103,583,020 and any other reliefs deemed fit by the court. On 3rd November 2022, the court allowed the application to strike out GHP as a party to the legal suit with costs.

GHP has filed an appeal and the appeal hearing is set for 12th November 2024.

The Defendants have filed their defence save and except for Mr. Wong Weng Yew ("**the Plaintiff in the Counterclaim**") has filed a defence and counterclaim ("**Counterclaim**") against the following persons on 26th January 2023: -

1. Tai Boon Wee
2. Tai Qiyao
3. Tai Qisheng
4. Wong Ping Kiong
5. Firmansyah Aang Bin Muhamad
6. H'ng Boon Keng
7. Lim Teck Seng
8. GIIB Holdings Berhad ("GIIB")

(collectively referred to as "**the Defendants in the Counterclaim**")

32. MATERIAL LITIGATION (CONT'D)

2. GIIB HOLDINGS BHD. vs (1) Wong Weng Yew (2) Yee Voon Hon (3) Yee Kwek Keong (4) Yap Kwee Heong (5) Glomaxes Latex Glove Manufacturer Sdn Bhd (6) Ewe Ee May and (7) Michell Sammy. (cont'd)

The Plaintiff in the Counterclaim has claimed for the following relief from the Defendants in the Counterclaim, jointly and severally:

i. a declaration that legal suit WA-22NCC-254-06/2022 is an abuse of process;
ii. an order for the Defendants in the Counterclaim, either personally, and/or through agents, servants and/or representatives, to immediately remove or cause to be removed the announcements and/or GIIB's press statements and/or the media broadcasts within seven (7) days from the date of judgement;
iii. an injunction to prevent the Defendants in the Counterclaim, either personally, and/or through agents, servants and/or representatives or in any way whatsoever, from publishing or causing to be published the defamatory words and/or slanderous words similar to it;
iv. general damages to be assessed by the court;
v. exemplary damages;
vi. severe damages;
vii. costs on a full indemnity basis;
viii. interest at the rate of 5% per annum from the date of judgement until the date of full settlement; and
ix. any further or other relief deemed fair and expedient by the court;

Additionally, against GIIB:

i. an order for payment amounting to RM69,540 to the Plaintiff in the Counterclaim; and
ii. a declaration that any proposed private placement is designed in bad faith for the purpose of marginalizing and evicting the Plaintiff in the Counterclaim.

On 27th and 28th March 2023, Defendants 1 to 7 of the suit filed a striking out application on the suit.

On 13th April 2023, Defendants 5, 6 and 7 in the Counterclaim filed a striking out application on the counterclaim.

On 28th June 2023, the Plaintiff in the Counterclaim discontinued and withdrawn the counterclaim against Defendants 5, 6 and 7.

On 18th August 2023, the striking-out applications filed by the defendants were dismissed by the court. The Plaintiff has filed a further re-amended statement of claim. The judge has set trial dates for 8-9, 22-24 and 29-30 April 2025.

32. MATERIAL LITIGATION (CONT'D)

3. GIIB, on 19th January 2023, filed an application to place its 51%-owned subsidiary company, GHP under judicial management of judicial managers pursuant to Sections 404 and 405 of the Companies Act 2016 ("JM Application").

On 8th February 2023, Yee Voon Hon filed an application for, inter alia, an order that he be given leave to intervene and be added as a party in the proceeding above, and that GIIB's application to place GHP under judicial management ("JM Application") be dismissed; and on 9th February 2023, Glomaxes similarly filed an application for, inter alia, an order that it be given leave to intervene and be added as a party in the proceeding above and that the JM Application be dismissed. The court has on 25th July 2023 dismissed the JM application.

33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Financial risks

The Group and the Company are exposed to financial risks arising from their operations and the use of financial instruments. Financial risk management policy is established to ensure that adequate resources are available for the development of the Group's and the Company's business whilst managing its credit risk, liquidity risk, interest rate risk and foreign currency risk. The Group and the Company operate within clearly defined policies and procedures that are approved by the Board of Directors to ensure the effectiveness of the risk management process.

The main areas of financial risks faced by the Group and the Company and the policy in respect of the major areas of treasury activity are set out as follows: -

(a) Credit risk

Credit risk is the risk of a financial loss to the Group and the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. It is the Group's and the Company's policy to enter into financial instruments with a diversity of creditworthy counterparties. The Group and the Company do not expect to incur material credit losses of its financial assets or other financial instruments.

Concentration of credit risk exists when changes in economic, industry and geographical factors similarly affect the group of counterparties whose aggregate credit exposure is significant in relation of the Group's and the Company's total credit exposure. The Group's and the Company's portfolio of financial instrument is broadly diversified along industry, product and geographical lines, and transactions are entered into with diverse creditworthy counterparties, thereby mitigate any significant concentration of credit risk.

The Group's maximum exposure credit risk is represented by the carrying amount of trade and other receivables in the statements of financial position.

The Company's maximum exposure credit risk is represented by the carrying amount of other receivables and amount due from subsidiaries in the statements of financial position.

It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. The Group and the Company do not offer credit terms without the approval of the management.

33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

Financial risks (cont'd)

The main areas of financial risks faced by the Group and the Company and the policy in respect of the major areas of treasury activity are set out as follows (cont'd): -

(a) Credit risk (cont'd)

Following are the areas where the Group and the Company are exposed to credit risk: -

(i) Receivables

The Group's and the Company's exposure to credit risk are influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate.

The risk management committee has established a credit policy under which each new customer is analysed individually for creditworthiness before the Group's and the Company's standard payment and delivery terms and conditions are offered. The Group's and the Company's review includes external rating, if they are available, financial statements, credit agency information, industry information and in some cases bank references. Sale limits are established for each customer and reviewed quarterly. Any sales exceeding those limits require approval from the risk management committee.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by payment record and customer relationship). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. The maximum exposure to credit risk at the reporting date is the carrying value of trade and other receivables including amount due from subsidiaries in the statements of financial position. The Group and the Company do not hold collateral as security.

The Group evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

Financial risks (cont'd)

The main areas of financial risks faced by the Group and the Company and the policy in respect of the major areas of treasury activity are set out as follows (cont'd): -

(a) Credit risk (cont'd)

Following are the areas where the Group and the Company are exposed to credit risk (cont'd): -

(i) Receivables (cont'd)

The following table provides information about the exposure to credit risk and ECLs for trade receivables which are grouped together as they are expected to have similar risk nature.

	Gross RM	Loss allowance RM	Net RM
Group			
2024			
Current	4,148,908	(333,354)	3,815,554
1 – 30 days	1,523,046	(106,613)	1,416,433
31 – 60 days	325,358	(26,029)	299,329
61 – 90 days	196,471	(49,118)	147,353
91 – 120 days	415,587	(124,676)	290,911
More than 121 days	1,695,245	(1,469,234)	226,011
	8,304,615	(2,109,024)	6,195,591
Credit impaired			
Individually impaired	11,255,934	(11,255,934)	-
	19,560,549	(13,364,958)	6,195,591
2023			
Current	3,884,768	(270,825)	3,613,943
1 – 30 days	26,160	(1,765)	24,395
31 – 60 days	262,773	-	262,773
61 – 90 days	384,048	(68,146)	315,902
91 – 120 days	43,461	(215)	43,246
More than 121 days	4,579,015	(926,712)	3,652,303
	9,180,225	(1,267,663)	7,912,562
Credit impaired			
Individually impaired	10,616,026	(10,616,026)	-
	19,796,251	(11,883,689)	7,912,562

33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

Financial risks (cont'd)

The main areas of financial risks faced by the Group and the Company and the policy in respect of the major areas of treasury activity are set out as follows (cont'd): -

(a) Credit risk (cont'd)

Following are the areas where the Group and the Company are exposed to credit risk (cont'd): -

(i) Intercompany balances

The maximum exposure to credit risk is represented by their carrying amounts in the statement of financial position.

The Company provides unsecured advances to subsidiaries and monitors their results regularly.

(ii) Cash and cash equivalents

The credit risk for cash and cash equivalents is considered negligible, since the counterparties are reputable banks with high quality credit ratings.

(iii) Financial guarantees

The Company provides secured and unsecured financial guarantees to suppliers and financial institution in respect of banking facilities and credit terms granted to a subsidiary. The maximum exposure to credit risk of the Company amounts to RM7,000,000 (2023: RM14,762,455) as at the end of the reporting period.

The Company monitors on an on-going basis the results of the subsidiary and repayments made by the subsidiary. As at the end of the reporting year, there was no indication that the subsidiary would default on repayment.

Financial guarantees have not been recognised as the fair value on initial recognition was not material since no consideration was paid.

(b) Liquidity risk

Liquidity risk is a risk that the Group and the Company will not be able to meet their financial obligations as they fall due as a result of shortage of funds.

In managing their exposure risk arises from payables and borrowings, the Group and the Company maintain a level of cash and cash equivalents deemed adequate by management to ensure that they will have sufficient liquidity to meet their obligations as and when they fall due.

The Group has successfully refinanced its borrowings and continued to negotiate with creditors to address the cash flow mismatch within the Group so that the Group will be able to meet its obligations as and when they fall due.

33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

Financial risks (cont'd)

The main areas of financial risks faced by the Group and the Company and the policy in respect of the major areas of treasury activity are set out as follows (cont'd): -

(b) Liquidity risk (cont'd)

The summary of the maturity profile based on the contractual undiscounted repayment obligations is as follows: -

Group	Carrying amount RM	Contractual cash flows RM	Within 1 year RM	1 to 2 years RM
2024				
Unsecured				
Trade payables	12,606,631	12,606,631	12,606,631	-
Other payables and accruals	17,705,372	17,760,934	17,760,934	-
Loan and borrowings	3,895,833	4,845,000	2,720,000	2,125,000
	34,207,836	35,212,565	33,087,565	2,125,000
Secured				
Loan and borrowings	4,292,862	4,385,897	4,385,897	-
Lease liabilities	193,861	200,000	200,000	-
	4,486,723	4,585,897	4,585,897	-
2023				
Unsecured				
Trade payables	9,223,861	9,223,861	9,223,861	-
Other payables and accruals	21,088,931	21,088,931	21,088,931	-
	30,312,792	30,312,792	30,312,792	-
Secured				
Loan and borrowings	8,522,796	9,449,960	6,346,328	3,103,632
Lease liabilities	392,671	420,000	220,000	200,000
	8,915,467	9,869,960	6,566,328	3,303,632

33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

Financial risks (cont'd)

The main areas of financial risks faced by the Group and the Company and the policy in respect of the major areas of treasury activity are set out as follows (cont'd): -

(b) Liquidity risk (cont'd)

The summary of the maturity profile based on the contractual undiscounted repayment obligations is as follows (cont'd): -

Company	Carrying amount RM	Contractual cash flows RM	Within 1 year RM	1 to 2 years RM
2024				
Unsecured				
Other payables and accruals	2,872,418	2,872,418	2,872,418	-
Amount due to subsidiaries	22,403,009	22,403,009	22,403,009	-
	25,275,427	25,275,427	25,275,427	-
Secured				
Lease liabilities	193,861	200,000	200,000	-
	193,861	200,000	200,000	-
2023				
Unsecured				
Other payables and accruals	2,999,936	2,999,936	2,999,936	-
Amount due to subsidiaries	24,345,178	24,345,178	24,345,178	-
	27,345,114	27,345,114	27,345,114	-
Secured				
Loan and borrowings	5,280,152	6,207,264	3,103,632	3,103,632
Lease liabilities	392,671	420,000	220,000	200,000
	5,672,823	6,627,264	3,323,632	3,303,632

33. FINANCIAL RISK MANGEMENT OBJECTIVES AND POLICIES (CONT'D)

Financial risks (cont'd)

The main areas of financial risks faced by the Group and the Company and the policy in respect of the major areas of treasury activity are set out as follows (cont'd): -

(c) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the Group and the Company's financial instruments will fluctuate because of changes in market interest rates.

The interest rate profile of the Group and the Company's significant interest-bearing financial instruments, based on carrying amounts as at the end of the reporting year were as follows: -

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Fixed rate instruments				
Financial liabilities				
Loan and borrowings	(3,895,833)	-	-	-
Other payables and accruals	(2,222,462)	-	-	-
Lease liabilities	(193,861)	(392,671)	(193,861)	(392,671)
Floating rate instruments				
Financial liabilities				
Loan and borrowings	(4,292,861)	(8,522,796)	-	(5,280,152)

The Group and the Company do not account for any fixed rate financial assets and liabilities at fair value through profit or loss. Therefore, a change in interest rates as at the end of the reporting year would not affect profit or loss.

The following table illustrates the sensitivity of loss and equity to a reasonable possible change in interest rates of +/- 100 basis point ("bp"). These changes considered to be reasonably possible based on observation of current market conditions. The calculations are based on a change in the average market interest rate for each period and the financial instruments held at each reporting date that are sensitive to changes in the interest rates. All other variables are held constant.

	Profit or Loss		Equity	
	+100bp RM	-100bp RM	+100bp RM	-100bp RM
Group				
2024	(42,929)	42,929	(42,929)	42,929
2023	(85,228)	85,228	(85,228)	85,228
Company				
2024	-	-	-	-
2023	(52,802)	52,802	(52,802)	52,802

33. FINANCIAL RISK MANGEMENT OBJECTIVES AND POLICIES (CONT'D)

Financial risks (cont'd)

The main areas of financial risks faced by the Group and the Company and the policy in respect of the major areas of treasury activity are set out as follows (cont'd): -

(d) Foreign currency risk

The Group is exposed to foreign currency risk on sales, purchases and borrowings that are denominated in a currency other than the respective functional currencies of Group entities. The currencies giving rise to this risk are primarily US Dollar ("USD"), Singapore Dollar ("SGD"), Australian Dollar ("AUD"), and Euro ("EUR").

Risk management objectives, policies and processes for managing the risk

The availability of both inflow and outflow of foreign currency arising from the normal business transactions of the Group provides a natural hedge to foreign currency exchange risk.

Exposure to foreign currency risk

The Group's exposures to the foreign currency risk, based on carrying amounts at the end of the reporting period were:

	Denominated in			
	USD RM	**SGD RM**	**AUD RM**	**EUR RM**
Group				
2024				
Trade receivables	3,565,569	-	835,131	717,131
Cash and cash balances	26,117	139	11,998	5
Trade payables	(3,591,113)	-	-	-
Other payables	(9,527)	(22,256)	(7,417)	-
Exposure in the statement of financial position	(8,954)	(22,117)	839,712	717,136
2023				
Trade receivables	3,248,005	-	964,419	733,214
Cash and cash balances	(8,513)	289	34,455	-
Trade payables	(1,860,638)	-	-	-
Exposure in the statement of financial position	1,378,854	289	998,874	733,214

33. FINANCIAL RISK MANGEMENT OBJECTIVES AND POLICIES (CONT'D)

Financial risks (cont'd)

The main areas of financial risks faced by the Group and the Company and the policy in respect of the major areas of treasury activity are set out as follows (cont'd): -

(d) Foreign currency risk (cont'd)

Exposure to foreign currency risk (cont'd)

The Company's exposures to the foreign currency risk, based on carrying amounts at the end of the reporting period were:

	Denominated in USD RM
Company	
2024	
Other payables	(9,527)
Exposure in the statement of financial position	(9,527)
2023	
Other payables	-
Exposure in the statement of financial position	-

Currency risk sensitivity analysis

The Group is mainly exposed to the currency of USD, SGD, AUD and EUR and the Company is exposed to the currency of USD. The management considers that the impact of other currencies to be minimal.

The following table details the sensitivity of the Group and Company to a 1% increase and decrease in RM against the relevant foreign currencies. The sensitivity rate of 1% is used when reporting foreign currency risk internally to key management and represents management's assessment of the reasonably possible change in foreign exchange rates in the next 12 months.

The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for a 1% change in foreign currency rates. A positive/(negative) number below indicates an increase/(decrease) in profit where RM strengthening/(weakening) by 1% against the respective currencies. This analysis assumes that all other variables, in particular interest rates, remained constant and ignores any impact of forecasted sales and purchases.

	Group Profit or loss/ Equity		Company Profit or loss/ Equity	
	2024 RM	2023 RM	2024 RM	2023 RM
USD	(90)	13,789	(95)	-
SGD	(221)	3	-	-
AUD	8,397	9,989	-	-
EUR	7,171	7,332	-	-

33. FINANCIAL RISK MANGEMENT OBJECTIVES AND POLICIES (CONT'D)

Financial risks (cont'd)

The main areas of financial risks faced by the Group and the Company and the policy in respect of the major areas of treasury activity are set out as follows (cont'd): -

(d) Fair values of financial instruments

The carrying amounts of short-term receivables, payables and cash and bank balances approximate their fair values due to the relatively short-term nature of these financial instruments and insignificant impact of discounting.

(e) Reconciliation of movement of liabilities arising from financing activities

	1 July	Cash flows	Early termination of lease contract	Others	30 June
Group					
2024					
Loan and borrowings (exclude bank overdraft)	6,244,436	(68,543)	-	-	6,175,893
Lease liabilities	392,671	(198,810)	-	-	193,861
	6,637,107	(267,353)	-	-	6,369,754
2023					
Loan and borrowings (exclude bank overdraft)	10,808,761	(4,564,325)	-	-	6,244,436
Lease liabilities	117,007	(41,412)	(100,896)	417,972*	392,671
	10,925,768	(4,605,737)	(100,896)	417,972	6,637,107
Company					
2024					
Amount due to subsidiaries	24,345,178	(1,977,228)		35,059	22,403,009
Loan and borrowings	5,280,152	(5,280,152)	-	-	-
Lease liabilities	392,671	(198,810)	-	-	193,861
	30,018,001	(7,456,190)	-	35,059	22,596,870
2023					
Amount due to subsidiaries	1,986,316	129,217	-	22,229,645	24,345,178
Loan and borrowings	7,543,899	(2,263,747)	-	-	5,280,152
Lease liabilities	-	(25,301)	-	417,972*	392,671
	9,530,215	(2,159,831)	-	22,647,617	30,018,001

*Being purchase of right-of-use asset through lease agreements.

34. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR

On 7 November 2023, the Company announced a Proposed Private Placement of up to 10% of its total number of issued shares (excluding treasury shares, if any) pursuant to Sections 75 and 76 of the Companies Act 2016 ("Proposed Private Placement"). On 29 April 2024, the Company completed the Proposed Private Placement with the listing of 59,129,300 placement shares with cash proceeds of RM 4,730,344.

35. COMPARATIVES FIGURES

Certain comparative figures have been reclassified to conform with the current financial year presentation.

	For the financial year ended 30 June 2023	
	As previously reported RM	As reclassified RM
Group		
Statement of Financial Position		
Property, plant and equipment	59,791,426	71,174,568
Right-of-use assets	11,383,141	-
Company		
Statement of Financial Position		
Amount due from subsidiaries	28,062,465	52,407,643
Amount due to subsidiaries	-	24,345,178

During the current financial year, the Group has changed the presentation of Statement of Profit or Loss and Other Comprehensive Income from "by-function" method to the "by-nature" method. The comparative figures have been reclassified to conform with the current financial year presentation.

LIST OF GROUP PROPERTIES

Particulars of the Group's properties as at 30 June 2024

GIIB RUBBER COMPOUND SDN BHD

Title	Location	Description and existing use	Expiry of Lease	Approximate Age of Building	Date of acquisition	Date of revaluation	Land Value (RM'000)	Building Value (RM'000)	Net Carrying Amount as at 30 June 2024 (RM'000)
HS(D) 80552, PT No.3909, Mukim of Setul, District of Seremban, Negeri Sembilan	Lot PT 1654 & PT 1657, Nilai Industrial Estate, 71800 Nilai, Negeri Sembilan	350,688 sq. ft. of Industrial land consist of one (1) office block, five (5) factories, two (2) warehouses and miscellaneous structure	99 years lease expiring on 30.06.2093	22 to 30 years	23 June 1994	26 July 2023 (Market Valuation Date 26 July 2023)	20,370	10,127	30,497
PN 9493, Lot 16365, Mukim of Labu, District of Seremban, Negeri Sembilan	A-3-1/2/3/4/6/7/8/10 /11, Taman Semarak Phase 2,71809 Nilai, Negeri Sembilan	Nine (9) units of medium cost apartment measuring approximately at 705 sq. ft. each, used as accommodation for workers	Freehold	30 years	23 June 1994	21 June 2019 (Market Valuation Date 20 June 2019)	N/A	508	508
Geran Berbilang Muka No.12/M10/3/665 to 667, Lot 9132, Mukim of Setul, District of Seremban, Negeri Sembilan	14-2-7/8/9, Taman Semarak Phase 2, 71809 Nilai, Negeri Sembilan	Three (3) units of low cost apartment measuring approximately at 683 sq. ft. each, used as accommodation for workers	Freehold	30 years	23 June 1994	21 June 2019 (Market Valuation Date 20 June 2019)	N/A	135	135

ANALYSIS OF SHAREHOLDINGS AS AT 8 OCTOBER 2024

Total Number of Issued Shares : 650,423,101 ordinary shares
Class of Equity Securities : Ordinary Shares
Voting Rights : One Vote for every ordinary share held

DISTRIBUTION OF SHAREHOLDERS

Size of Holdings	No of Holders	%	No. of Shares	%
1 - 99	100	3.78	3,979	0.0006
100 - 1,000	173	6.54	94,973	0.01
1,001 - 10,000	975	36.83	5,240,227	0.817
10,001 - 100,000	996	37.63	40,994,050	6.30
100,001 – 32,521,154 (Less than 5% of Issued Shares	400	15.11	406,067,504	62.43
32,521,155 (5% and above of Issued Shares)	3	0.11	198,022,368	30.45
Total	**2,647**	**100.00**	**650,423,101**	**100.00**

LIST OF DIRECTORS' SHAREHOLDINGS

The Directors' shareholdings based on the Register of Directors' Shareholdings of the Company are as follows:-

Name of Directors	Nationality	No. of Shares held			
		Direct	%	Indirect	%
Tai Qisheng	Malaysian	**68,485,541**	**10.53**	-	-
Tai Qiyao	Malaysian	**550,000**	**0.08**	**80,000** (1)	**0.01**
Dato' Sri Hj Wan Adnan Bin Wan Mamat	Malaysian	-	-	-	-
Datuk Firmansyah Aang Bin Muhamad	Malaysian	-	-	-	-

H'ng Boon Keng	Malaysian	**-**	**-**	**-**	**-**
Jung Hee Won	South Korean	**-**	**-**	**-**	**-**
Choo Kee Siong	Singaporean	**-**	**-**	**107,738,600 (2)**	**16.56**

Notes:-

(1) Deemed interested by virtue of his interest held through his spouse, Ms Ng Sin Hue pursuant to Section 59(11)(c) of the Companies Act 2016.

(2) Deemed interested by virtue of his 50% direct interest in Hildrics Capital Pte. Ltd, which possesses discretionary management of Hildrics Asia Growth Fund VCC (acting on behalf of Hildrics Asia Growth Fund I), which in turn held 100% direct interest in HAGF Investment (I) Pte. Ltd.

LIST OF SUBSTANTIAL SHAREHOLDERS

The Substantial shareholders based on the Register of Substantial Shareholders of the Company and their shareholdings are as follows:-

Name of Shareholders	Nationality/ Incorporated in	No of Shares (Direct)	%	Beneficially held Indirect	%
HAGF Investment (I) Pte.Ltd	Singapore	107,738,600	16.56	-	-
Hildrics Asia Growth Fund VCC (Acting on behalf of Hildrics Asia Growth Fund I)	Singapore	-	-	107,738,600 (1)	16.56
Hildrics Capital Pte. Ltd.	Singapore	-	-	107,738,600 (2)	16.56
Choo Kee Siong	Singaporean	-	-	107,738,600 (3)	16.56
Wee Tee Chuen	Singaporean	-	-	107,738,600 (3)	16.56
Tai Qisheng	Malaysian	68,485,541	10.53	-	-
Dato' Sri Lim Kok Han	Malaysian	43,091,576	6.63	-	-

Notes:-

(1) Deemed interested by virtue of its Interest held in HAGF Investment (I) Pte. Ltd.

(2) Deemed interested by virtue of its discretionary management of Hildrics Asia Growth Fund VCC (acting on behalf of Hidlrics Asia Growth Fund I), which in turn held 100% direct interest in HAGF Investment (I) Pte. Ltd.

(3) Deemed interested by virtue of his 50% direct interest in Hildrics Capital Pte.Ltd, which possesses discretionary management of Hidlrics Asia Growth Fund VCC (acting on behalf of Hidlrics Asia Growth Fund I), which in turn held 100% direct interest in HAGF Investment (I) Pte. Ltd.

LIST OF THIRTY LARGEST SECURITIES ACCOUNT HOLDERS AS AT 8 OCTOBER 2024
(without aggregating the securities from different securities accounts belonging to the same registered holder)

NO	NAME	NO OF SHARES HELD	%
1	UOB KAY HIAN NOMINEES (ASING) SDN BHD (EXEMPT AN FOR UOB KAY HIAN PTE LTD (A/C CLIENTS))	108,318,600	16.65
2	TAI QISHENG	46,612,192	7.17
3	LIM KOK HAN	43,091,576	6.63
4	TA NOMINEES (TEMPATAN) SDN BHD (PLEDGED SECURITIES ACCOUNT FOR WONG HUO SIING)	22,991,694	3.53
5	OOFY TRADING SDN. BHD.	22,500,000	3.46
6	CIMB GROUP NOMINEES (TEMPATAN) SDN BHD (EXEMPT AN FOR DBS BANK LTD (SFS-PB))	16,621,182	2.56
7	TA NOMINEES (TEMPATAN) SDN BHD (PLEDGED SECURITIES ACCOUNT FOR TAI QISHENG)	15,120,266	2.32
8	PEGGY NG SEANG PHENG	12,420,000	1.91
9	MAYBANK NOMINEES (TEMPATAN) SDN BHD (MAYBANK PRIVATE WEALTH MANAGEMENT FOR TAN BOON WY (PW-M00278) (730819))	9,745,800	1.50
10	KENANGA NOMINEES (TEMPATAN) SDN BHD (PLEDGED SECURITIES ACCOUNT FOR TAI BOON WEE)	9,604,036	1.48
11	WONG SOON TZE	9,500,000	1.46
12	KENANGA NOMINEES (TEMPATAN) SDN BHD (PLEDGED SECURITIES ACCOUNT FOR LIM SWEE YEAN)	8,300,000	1.28
13	KENANGA NOMINEES (TEMPATAN) SDN BHD (PLEDGED SECURITIES ACCOUNT FOR TAI QISHENG)	6,753,083	1.04
14	RHB NOMINEES (TEMPATAN) SDN BHD (PLEDGED SECURITIES ACCOUNT FOR TAN BOON WY)	6,008,000	0.92
15	CIMSEC NOMINEES (TEMPATAN) SDN BHD (CIMB FOR TAN KIM HEUNG (PB))	6,000,000	0.92
16	GOH YONG WEE	6,000,000	0.92
17	LEE KOK SENG	5,900,000	0.91
18	CGS INTERNATIONAL NOMINEES MALAYSIA (ASING) SDN BHD (EXEMPT AN FOR CGS INTERNATIONAL SECURITIES SINGAPORE PTE LTD (RETAIL CLIENTS))	5,673,600	0.87

NO	NAME	NO OF SHARES HELD	%
19	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN BHD (PLEDGED SECURITIES ACCOUNT FOR GOH JUAI HIAN (100378))	5,400,000	0.83
20	WONG PING KIONG	5,190,016	0.80
21	PUBLIC NOMINEES (TEMPATAN) SDN BHD (PLEDGED SECURITIES ACCOUNT FOR KOH LYE SIANG (TJJ/KEN))	4,946,700	0.76
22	TAN BOON WY	4,908,000	0.75
23	KENANGA NOMINEES (TEMPATAN) SDN BHD (PLEDGED SECURITIES ACCOUNT FOR WONG HUO SIING)	4,871,242	0.75
24	YOUNG WONG @ YEO SUAN SAM	4,800,000	0.74
25	PUBLIC NOMINEES (TEMPATAN) SDN BHD (PLEDGED SECURITIES ACCOUNT FOR GOH JUAI HIAN (KPG/PMS))	4,600,000	0.71
26	NG JEN NY	4,519,200	0.69
27	AMSEC NOMINEES (TEMPATAN) SDN BHD (PLEDGED SECURITIES ACCOUNT FOR NG MENG POH)	4,200,000	0.65
28	NG JEN NY	3,661,000	0.56
29	LEE FOOK MENG	3,600,000	0.55
30	LOW SOR HOON	3,500,000	0.54

ANALYSIS OF WARRANTHOLDINGS AS AT 8 OCTOBER 2024

Type of Securities	: Warrants 2021/2026 ("**Warrants A**")
Total Number of Outstanding Warrants	: 228,355,514
Exercise Price	: RM0.42
Exercise Period	: 2 September 2021 to 1 September 2026

DISTRIBUTION OF WARRANTHOLDERS

Size of Holdings	No of Holders	%	No. of Warrants	%
1 - 99	5	0.74	143	0.00
100 - 1,000	33	4.88	18,497	0.01
1,001 - 10,000	131	19.38	841,475	0.37
10,001 - 100,000	296	43.79	14,272,900	6.25
100,001 – 11,417,774 (Less than 5% of Issued Warrants)	207	30.62	129,090,629	56.53
11,417,775 (5% and above of Issued Warrants)	4	0.59	84,131,870	36.84
Total	**676**	**100.00**	**228,355,514**	**100.00**

LIST OF DIRECTORS' WARRANTHOLDINGS

The Directors' Warrantholdings based on the Register of Directors' Warrantholdings of the Company are as follows:-

Name of Directors	Nationality	No. of Warrants A held			
		Direct	%	Indirect	%
Tai Qisheng	Malaysian	**10,551,447**	**4.62**	-	-
Tai Qiyao	Malaysian	**225,000**	**0.10**	-	-
Dato' Sri Hj Wan Adnan Bin Wan Mamat	Malaysian	-	-	-	-
Datuk Firmansyah Aang Bin Muhamad	Malaysian	-	-	-	-

Name of Directors	Nationality	No. of Warrants A held			
		Direct	%	Indirect	%
H'ng Boon Keng	Malaysian	-	-	-	-
Jung Hee Won	South Korean	-	-	-	-
Choo Kee Siong	Singaporean	-	-	-	-

LIST OF THIRTY LARGEST SECURITIES ACCOUNT HOLDERS AS AT 8 OCTOBER 2024
(without aggregating the securities from different securities accounts belonging to the same registered holder)

NO	NAME OF HOLDER	NO OF WARRANTS HELD	%
1	LIM KOK HAN	33,976,488	14.88
2	MAYBANK NOMINEES (TEMPATAN) SDN BHD (MAYBANK PRIVATE WEALTH MANAGEMENT FOR TAN BOON WY (PW-M00287) (730819)	19,469,682	8.53
3	DATO' NG MENG KEE	16,874,400	7.39
4	TAI BOON WEE	8,798,092	3.85
5	TA NOMINEES (TEMPATAN) SDN BHD (PLEDGED SECURITIES ACCOUNT FOR TAI QISHENG)	8,733,266	3.82
6	CHAI THAM POH	8,591,200	3.76
7	PUBLIC NOMINEES (TEMPATAN) SDN BHD (PLEDGED SECURITIES ACCOUNT FOR NG YEE HUI) (E-JAH)	6,928,500	3.03
8	CHAI THAM POH	5,220,100	2.29
9	TAN XUE AN	5,000,200	2.19
10	LOW LAY PING	5,000,000	2.19
11	RHB NOMINEES (TEMPATAN) SDN BHD (PLEDGED SECURITIES ACCOUNT FOR TAN BOON WY)	2,754,000	1.21
12	FAKHRURRAZI BIN MOHAMAD	2,702,000	1.18
13	MOHD NUR BIN MOHD TAIB	2,540,000	1.11
14	KENANGA NOMINEES (TEMPATAN) SDN BHD (RAKUTEN TRADE SDN BHD FOR TAN JOON MIN)	2,000,000	0.88
15	TAN SZE PENG	2,000,000	0.88
16	KENANGA NOMINEES (TEMPATAN) SDN BHD (PLEDGED SECURITIES ACCOUNT FOR TAI BOON WEE)	1,895,922	0.83
17	KENANGA NOMINEES (TEMPATAN) SDN BHD (PLEDGED SECURITIES ACCOUNT FOR TAI QISHENG)	1,818,181	0.80
18	NG JEN NY	1,809,600	0.79
19	MOHD HAKIMI BIN MUHAMAD NOR	1,720,000	0.75
20	LEOW HO ENG	1,686,600	0.74
21	KENANGA NOMINEES (TEMPATAN) SDN BHD (PLEDGED SECURITIES ACCOUNT FOR WONG HUO SIING)	1,612,421	0.71

NO	NAME OF HOLDER	NO OF WARRANTS HELD	%
22	TA NOMINEES (TEMPATAN) SDN BHD (PLEDGED SECURITIES ACCOUNT FOR WONG HUO SIING)	1,582,147	0.69
23	MICHELLE GAN	1,500,000	0.66
24	RHB NOMINEES (TEMPATAN) SDN BHD (PLEDGED SECURITIES ACCOUNT FOR SEE HAN LIONG)	1,473,000	0.65
25	NG YI YEONG	1,400,000	0.61
26	MOHD RUZAIMY BIN CHE WAN	1,219,400	0.53
27	MOHD ZUKRI BIN MUSA	1,143,800	0.50
28	MV TECHNOLOGY SDN BHD	1,003,700	0.44
29	LIM CHIN KOON	1,000,000	0.44
30	MAYBANK NOMINEES (TEMPATAN) SDN BHD (TAN KEAN SIONG)	1,000,000	0.44

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twentieth ("20th") Annual General Meeting of GIIB Holdings Berhad ("the Company") will be conducted on a fully virtual basis through live streaming and online remote voting by shareholders on Dvote Online meeting platform provided by Dvote Services Sdn. Bhd. in Malaysia at https://www.dvote.my (Domain registration number with MYNIC: D6A434007) on Thursday, 28 November 2024 at 11:00 a.m. or at any adjournment thereof to transact the following businesses:

AGENDA

As Ordinary Business

1.	To receive the Audited Financial Statements for the financial year ended 30 June 2024 together with the Reports of the Directors and Auditors thereon.	Please refer to Explanatory Note 1
2.	To approve the payment of Directors' fees and benefits for the period commencing from the date immediately after the conclusion of this 20th Annual General Meeting until the conclusion of the next Annual General Meeting of the Company in 2025.	Resolution 1
3.	To re-elect Mr. Tai Qiyao who is retiring pursuant to Clause 94 of the Constitution of the Company and being eligible, has offered himself for re-election.	Resolution 2
4.	To re-elect Datuk Firmansyah Aang bin Muhamad who is retiring pursuant to Clause 94 of the Constitution of the Company and being eligible, has offered himself for re-election.	Resolution 3
5.	To re-elect Ms. Jung Hee Won who is retiring pursuant to Clause 101 of the Constitution of the Company and being eligible, has offered herself for re-election.	Resolution 4
6.	To re-elect Mr. Choo Kee Siong who is retiring pursuant to Clause 101 of the Constitution of the Company and being eligible, has offered himself for re-election.	Resolution 5
7.	To re-appoint ChengCo PLT as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.	Resolution 6

As Special Business

To consider and if thought fit, to pass the following ordinary resolution with or without modification:

8.	**ORDINARY RESOLUTION** **AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO THE COMPANIES ACT 2016**	Resolution 7

"**THAT** subject to the Companies Act 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of the relevant governmental and/or regulatory authorities, where such approval is necessary, the Directors be and are hereby empowered pursuant to the Act, to allot and issue shares in the capital of the Company to such persons at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being; **AND THAT** the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad; and that such authority shall commence immediately upon the passing of this resolution and shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

9. To transact any other business that may be transacted at the 20th Annual General Meeting of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

By Order of the Board

Mak Chooi Peng (MAICSA 7017931)
SSM PC No. 201908000889
Company Secretary

Kuala Lumpur
30 October 2024

EXPLANATORY NOTES

1. Item 1 of the Agenda – Receipt of Reports and Audited Financial Statements

   Item 1 of the Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 ("the Act") does not require a formal approval from the shareholders for the audited financial statements. Hence, this Agenda item will not be put forward for voting.

2. Item 2 of the Agenda – Payment of Directors' fees and benefits for the period commencing from the date immediately after the conclusion of this 20th AGM until the conclusion of the next AGM of the Company

   The Company is seeking shareholders' approval for the payment of Directors' fees and benefits to all the Directors of the Company of up to RM650,000/- upon the conclusion of this 20th AGM until the conclusion of the next AGM as detailed below:

Description	Chairman (RM)		Members (RM)	
	Fee (RM per annum)	Meeting allowance (RM per meeting day)	Fee (RM per annum)	Meeting allowance (RM per meeting day)
Board	10,000	1,500	6,000	1,000
Audit and Risk Management Committee (“**ARMC**”)	10,000	1,500	6,000	1,000
Joint Nomination and Remuneration Committee (“**JNRC**”)	10,000	1,500	6,000	1,000

The Directors' benefits comprise meeting attendance allowance and/or other allowances to meet expenses incurred in carrying out their duties. In determining the estimated total amount, the Board of Directors (“**Board**”) has considered various factors, among others, the estimated number of meetings for the Board and its Committees.

In the event that the proposed Directors' fees and benefits are insufficient, approval will be sought at the next AGM for additional Directors' fees and benefits to meet the shortfall.

3. <u>Items 3 to 6 of the Agenda – Re-election of Directors</u>

Mr. Tai Qiyao, Datuk Firmansyah Aang bin Muhamad, Ms. Jung Hee Won and Mr. Choo Kee Siong (“**the Retiring Directors**”) are standing for re-election as Directors of the Company as per Agenda items no. 3 to 6.

The profiles of the Retiring Directors are set out in the Board of Directors' profile in the Annual Report 2024.

Based on the recommendation of the JNRC, the Board is satisfied with the performance and contributions of the Retiring Directors and recommends their re-election based on the following considerations:

(i) satisfactory performance and they have met the Board's expectation in discharging their duties and responsibilities;
(ii) met the criteria of character, experience, integrity, competence and time commitment in discharging their role as Directors of the Company;
(iii) their ability to act in the best interest of the Company in decision-making; and
(iv) level of independence demonstrated by the Independent Non-Executive Directors.

4. <u>Item 7 of the Agenda – Re-appointment of Auditors</u>

The ARMC had undertaken an annual assessment of the external auditors, ChengCo PLT (“ChengCo”) including independence, scope of audit, audit fee, expertise and experience, performance based on annual audit scope and planning. The ARMC and the Board were satisfied with the suitability of ChengCo on the quality of audit, performance, competency and sufficiency of resources the external audit team provided to the Group.

5. Item 8 of the Agenda – Authority to Issue and Allot Shares Pursuant to the Act

The Ordinary Resolution proposed under Resolution 7 of the Agenda is for the purpose of renewing the general mandate for issuance of shares by the Company pursuant to Sections 75 and 76 of the Act.

As at the date of this Notice, 59,129,300 new shares in the Company were issued pursuant to the last mandate via a Private Placement exercise, the proceeds of which were mainly utilised for working capital and upkeep of machinery and equipment of the Company.

The proposed Ordinary Resolution, if passed, will give authority to the Directors of the Company, from the conclusion of this 20th AGM, to allot and issue shares or to make or grant offers, agreements or options in respect of shares to such persons, in their absolute discretion including to make or grant offers, agreements or options which would or might require shares in the Company to be issued after the expiration of the approval, without having to convene a general meeting, provided that the aggregate number of shares issued does not exceed 10% of the total number of issued shares of the Company for the time being. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company. The general mandate sought will enable the Directors of the Company to allot and issue shares, including but not limited to making a placement of shares for the purposes of raising funding for investment(s), working capital and general corporate purposes as deemed necessary.

NOTES

(i) The 20th AGM will be conducted on a fully virtual basis through live streaming and online remote voting by shareholders on Dvote Online Platform at https://Dvote.my. Please follow the steps and procedures provided in the Administrative Guide for the 20th AGM of the Company in order to register, participate and vote remotely via the Dvote Online Platform.

(ii) The conduct of a fully virtual AGM is in line with the revised Guidance Note and Frequently Asked Questions ("the Revised Guidance Note and FAQ") by the Securities Commission Malaysia on 7 April 2022. The Revised Guidance Note and FAQ states that in a fully virtual general meeting, all meeting participants including the chairperson of the meeting, board members, senior management and shareholders are required to participate in the meeting online.

(iii) In respect of deposited securities, only members whose names appear in the Record of Depositors on 21 November 2024 (General Meeting Record of Depositors) shall be eligible to participate in the 20th AGM or appoint proxy(ies) to attend and/or vote on his/her behalf.

(iv) A member entitled to attend and vote at the 20th AGM is entitled to appoint more than one (1) proxy to participate and vote in his/her stead at the same meeting. A proxy may but need not be a member of the Company. There shall be no restriction to the qualification of the proxy. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless the member specifies the proportions of his/her shareholdings to be represented by each proxy. A proxy appointed to participate and vote at the 20th AGM shall have the same rights as the member to participate at the 20th AGM.

The members, proxies or corporate representatives may submit questions before the 20th AGM to the Chairman or Board of Directors electronically by email to corporate@giibworld.com no later than Tuesday, 26 November 2024 at 11:00 a.m. or via real time submission of typed texts via RPV facilities during the live streaming of the 20th AGM as the primary mode of communication.

(v) Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act, 1991, there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.

(vi) Where a member of the Company is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it is entitled to appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. Where an Authorised Nominee appoints two (2) proxies to attend and vote at the 20th AGM, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing of the proxies, failing which, the appointment shall be invalid.

(vii) The instrument appointing a proxy by a member who is entitled to participate at the 20th AGM, shall be executed by the appointor or of his/her attorney duly authorised in writing or via electronic submission. If the appointor is a corporation, either under its common seal or the hand of its officer or its duly authorised attorney.

(viii) The appointment of proxy may be made in the form of hardcopy or by electronic means as specified below and must be received by the Share Registrar of the Company, Sectrars Management Sdn. Bhd. no later than forty-eight (48) hours before the time appointed for the holding of the meeting, i.e. no later than Tuesday, 26 November 2024 at 11:00 a.m. or any adjournment thereof

In hardcopy form

Deposited at the office of the Share Registrar of the Company, Sectrars Management Sdn. Bhd. at Lot 9-7, Menara Sentral Vista, No. 150, Jalan Sultan Abdul Samad, Brickfields, 50470 Kuala Lumpur, Wilayah Persekutuan, Malaysia not less than forty-eight (48) hours before the time appointed for the holding of the meeting, i.e. no later than Tuesday, 26 November 2024 at 11:00 a.m. or any adjournment thereof.

By electronic means

Alternatively, the instrument appointing a proxy may be deposited via electronic means by email to sectrarsmg@gmail.com not less than forty-eight (48) hours before the time appointed for the holding of the meeting, i.e., no later than Tuesday, 26 November 2024 at 11:00 a.m. or any adjournment thereof.

Revocation of proxy

If you have submitted your proxy form(s) prior to the 20th AGM and subsequently decide to appoint another person or wish to personally participate in the 20th AGM, please write in to sectrarsmg@gmail.com to revoke the earlier appointed proxy(ies) no later than Tuesday, 26 November 2024 at 11.00 a.m. or any adjournment thereof.

ADMINISTRATIVE GUIDE FOR THE FULLY VIRTUAL TWENTIETH ANNUAL GENERAL MEETING ("20TH AGM")

Date	:	Thursday, 28 November 2024
Time	:	11:00 a.m.
Meeting Platform	:	Dvote Online meeting platform provided by Dvote Services Sdn. Bhd. in Malaysia at https://www.dvote.my (Domain registration number with MYNIC : D6A434007)
Depository of Form of Proxy	:	The Share Registrar of GIIB Holdings Berhad c/o Sectrars Management Sdn. Bhd. Lot 9-7, Menara Sentral Vista, No. 150, Jalan Sultan Abdul Samad, Brickfields, 50470 Kuala Lumpur, Wilayah Persekutuan. Email: sectrarsmg@gmail.com

MODE OF MEETING

The Company would like to continue to leverage on technology advancement by conducting the 20th AGM on a fully virtual basis through live streaming from the broadcast venue and online remote voting using the Remote Participation and Voting ("**RPV**") Facilities (collectively referred hereinafter as "**Virtual 20th AGM**").

The conduct of Virtual 20th AGM is in line with the revised Guidance Note and Frequently Asked Questions ("**the Revised Guidance Note and FAQ**") by the Securities Commission Malaysia on 7 April 2022. The Revised Guidance Note and FAQ states that in a fully virtual general meeting, all meeting participants including the Chairperson of the meeting, board members, senior management and shareholders are required to participate in the meeting online.

The above decision is made pursuant to Section 327(2) of the Companies Act 2016.

In line with the Practice 12.3 of the Malaysian Code on Corporate Governance, conducting a Virtual 20th AGM would facilitate greater shareholder participation as it facilitates electronic voting and remote shareholders' participation. With the RPV Facilities, you may exercise your right as a member of the Company to participate (including the right to pose questions to the Board of Directors and/or management of the Company) and vote at the Virtual 20th AGM. Alternatively, you may also appoint the Chairman of the Meeting as your proxy to attend and vote on your behalf at the Virtual 20th AGM.

BROADCAST VENUE

The broadcast venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires that the Chairman of the meeting to be present at the main venue. Shareholders or proxies are **not allowed** to be physically present at the broadcast venue as the venue is only meant to facilitate the conduct of the Virtual 20th AGM. Shareholders or proxies who turn up at the broadcast venue would be requested to leave the venue politely.

ENTITLEMENT TO PARTICIPATE AND VOTE

In respect of deposited securities, only members whose names appear in the Record of Depositors on 21 November 2024 (General Meeting Record of Depositors) shall be eligible to participate the Virtual 20th AGM or appoint proxy(ies) to participate and/or vote on his/her behalf.

PROXY FORM(S)

Shareholders who are unable to participate in our Virtual 20th AGM are encouraged to appoint the Chairman of the Meeting as your proxy and indicate the voting instructions in the Proxy Form.

Please take note that you **must** complete the Proxy Form for the Virtual 20th AGM should you wish to appoint a proxy(ies).

Please deposit your Proxy Form at the Company's Share Registrar office, Sectrars Management Sdn. Bhd. at Lot 9-7, Menara Sentral Vista, No. 150, Jalan Sultan Abdul Samad, Brickfields, 50470 Kuala Lumpur, Wilayah Persekutuan or write in to sectrarsmg@gmail.com not less than forty-eight (48) hours before the time for holding the meeting, i.e. no later than Tuesday, 26 November 2024 at 11:00 a.m. or any adjournment thereof.

REVOCATION OF PROXY

If you have submitted your Proxy Form and subsequently decide to appoint another person or wish to participate in the Virtual 20th AGM by yourself, please write in to sectrarsmg@gmail.com to revoke the earlier appointed proxy not less than forty-eight (48) hours before the time appointed for holding the meeting, i.e. no later than Tuesday, 26 November 2024 at 11:00 a.m. or any adjournment thereof.

VOTING PROCEDURE

The voting at the Virtual 20th AGM will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The Company has appointed Dvote Services Sdn. Bhd. ("**Dvote**") as Poll Administrator to conduct the poll by way of electronic voting or online remote voting ("**e-voting**").

Kindly refer to item (2) below of the Procedures for RPV Facilities for guidance on how to vote remotely from Dvote Online website at https://www.dvote.my.

During the Virtual 20th AGM, the Chairman of the Meeting will invite the Poll Administrator to brief on the e-Polling housekeeping rules. The voting session will commence as soon as the Chairman of the Meeting calls for the poll to be opened and until such time when the Chairman of the Meeting announces the closure of the poll.

For the purposes of the Virtual 20th AGM, e-voting will be carried out via personal smart mobile phones, tablets or personal computers/laptops.

Upon the conclusion of the poll session, the Scrutineers will verify the poll results followed by the declaration by the Chairman of the Meeting whether the resolutions put to vote were successfully carried or not.

Kindly follow the steps below on how to register, request for login ID and password:-

1. REMOTE PARTICIPATION AND E-VOTING FACILITIES

Members are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, "**Participate**") remotely at the Virtual 20th AGM using RPV Facilities provided by Dvote via its **Dvote Online** website at https://www.dvote.my. Please refer to Procedure for RPV Facilities.

2. PROCEDURES FOR RPV FACILITIES

Member(s)/proxy(ies)/corporate representative(s)/attorney(s) who wish to participate in the Virtual 20th AGM remotely using the RPV Facilities are to follow the requirements and procedures as summarised below:

BEFORE MEETING DAY		
A. USER REGISTRATION		
	Procedure	**Action**
(a)	Sign-up as a user with **Dvote Online**	*Note: If you are already a user with Dvote Online, you are not required to sign-up again. You may proceed to sign-in using your email address and password.* ● Access the website at https://www.dvote.my ● Click on [**Sign up**] to register as a new user with Dvote Online. ● Complete registration and upload softcopy of Malaysia Identification card (Front and Back) or passport (foreigner(s). You will be notified via email once your user registration is accepted/rejected by Dvote Online.
(b)	Register Meeting with **Dvote Online**	● Registration for Remote Participation will remain open from 22 November 2024 until the commencement of the polling during the Virtual 20th AGM. ● Login to https://www.dvote.my with your user ID (i.e.: email address) and password. ● Select event: "**GIIB Holdings Berhad – 20th Annual General Meeting**" and click [**Register**]. ● You will receive an email notifying on your registration for the remote participation and verification.
ON THE DAY OF VIRTUAL 20th AGM		
	Procedure	**Action**
(a)	Mark Attendance	● Log in to https://www.dvote.my and select the corporate event "**GIIB Holdings Berhad – 20th Annual General Meeting**" ● Click on "Mark Attendance" on the screen to Mark your attendance.

(b)	Join the Live Stream Meeting	● Click on "***Join Meeting***" link in the invitation email and you will be directed to the live streaming room. ● You are advised to log in early, at least 20 minutes, before the Meeting time.
(c)	Post Questions during Live Streaming	● If you have any question(s) for the Board of Directors, you may use the "**Question**" box to transmit your question(s).
(d)	Online Voting during Live Streaming	● Click on [**Vote**], to cast your votes for each resolution (s). ● Review your casted votes, confirm and submit your votes.
(e)	End of remote participation	● Upon the announcement by the Chairman on the closure of the Virtual 20th AGM, the live streaming room will end.

Notes to users of the RPV Facilities:

- The quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection at the location of the user and the device of the user.

- Users are advised to afford themselves ample time to complete the log in process in advance of the meeting.

- In the event you encounter any issues with logging-in, connection to live streamed meeting or online voting on the meeting day, kindly call 603-22766138 and email to dvoteservice@gmail.com for assistance.

3. <u>APPOINTMENT OF PROXY(IES)/ CORPORATE REPRESENTATIVE(S)/ ATTORNEY(S)</u>

   A member who has appointed a proxy(ies)/authorised representative(s)/attorney(s) to participate in the Virtual 20th AGM via RPV Facilities must request his/her proxy(ies)/authorised representative(s)/attorney(s) to register himself/herself for RPV Facilities via Dvote Online website at https://www.dvote.my.

NO DOOR GIFTS OR FOOD VOUCHERS

There will be no distribution of food vouchers or door gifts during the Virtual 20th AGM as the meeting is conducted on a fully virtual basis.

NO RECORDING OR PHOTOGRAPHY

Strictly no recording or photography of the Virtual 20th AGM proceedings is allowed.

ENQUIRY

If you have any enquiry(ies) relating to the meeting, Administrative Guide for the Fully Virtual 20th AGM, RPV Facilities or encounters issues with the log in, steps to connect to live streaming and online voting, you may send them in advance or contact the following during office hours from Monday to Friday (except for public holiday) :-

For Agenda of the Virtual 20th AGM related:

Email corporate@giibworld.com

For Pre-Registration via RPV Facilities:

DVOTE SERVICES SDN. BHD.
Lot 9-7, Menara Sentral Vista
No. 150, Jalan Sultan Abdul Samad
Brickfield, 50470 Kuala Lumpur

Name	Ms Sangetha / Mr Hugo Wong
Telephone No.	603-2276 6138
Email	dvoteservice@gmail.com

Kindly check the Company's website or announcements from time to time for the latest updates on the status or changes to the Virtual 20th AGM's arrangement.

The administrative guide can be viewed and downloaded from our Company's website at https://www.giibworld.com.

GIIB

GROUP

GIIB HOLDINGS BERHAD
Registration No.: 200301016552 (618972-T)
(Incorporated in Malaysia)

FORM OF PROXY

No. of Ordinary Shares held :
CDS Account No. :
Contact No . :

I/ We ____ NRIC / Company No. _______________________
Tel No. ___________________________________ of ____
____
being a member/members of **GIIB Holdings Berhad** hereby appoint

Proxy 1

Full Name (in block letters)	**NRIC / Passport No.**	**Proportion of Shareholdings**	
		No. of Shares	**%**
Address			
Tel no:	**Email address:**		

and/or (delete as appropriate)

Proxy 2

Full Name (in block letters)	**NRIC / Passport No.**	**Proportion of Shareholdings**	
		No. of Shares	**%**
Address			
Tel no:	**Email address:**		

or failing him, the Chairman of the Meeting as *my/our proxy to vote for *me/us and on *my/our behalf at the 20th Annual General Meeting of the Company to be held on a fully virtual basis through live streaming and online remote voting by shareholders on Dvote Online meeting platform provided by Dvote Services Sdn. Bhd. in Malaysia at https://www.dvote.my (Domain registration number with MYNIC: D6A434007) on Thursday, 28 November 2024 at 11:00 a.m. or at any adjournment thereof.

Resolution	**AGENDA**	**For**	**Against**
	Ordinary Business Receive the Audited Financial Statements for the financial year ended 30 June 2024 together with the Reports of the Directors and Auditors thereon.		
1	Approval for payment of Directors' fees and benefits for the period from the conclusion of the 20th Annual General Meeting until the next annual general meeting.		
2	Re-election of Mr Tai Qiyao as Director		
3	Re-election of Datuk Firmansyah Aang bin Muhamad as Director		
4	Re-election of Ms. Jung Hee Won as Director		
5	Re-election of Mr. Choo Kee Siong as Director		
6	Re-appointment of ChengCo PLT as auditors of the Company		
	Special Business		
7	Ordinary Resolution – Authority to issue and allot shares		

Please indicate with an "X" in the space provided whether you wish your votes to be cast for or against the resolutions. In the absence of specific directions, your proxy will vote or abstain as he/she thinks fits.

As witness my/our hand(s) this _________day of _____________2024.

____
Signature or Common Seal of Member(s)

**Strike out whichever is not desired. (Unless otherwise instructed the proxy may vote as he thinks fit.*

NOTES

(i) The 20th AGM will be conducted on a fully virtual basis through live streaming and online remote voting by shareholders on Dvote Online Platform at https://Dvote.my. Please follow the steps and procedures provided in the Administrative Guide for the 20th AGM of the Company in order to register, participate and vote remotely via the Dvote Online Platform.

(ii) The conduct of a fully virtual AGM is in line with the revised Guidance Note and Frequently Asked Questions ("the Revised Guidance Note and FAQ") by the Securities Commission Malaysia on 7 April 2022. The Revised Guidance Note and FAQ states that in a fully virtual general meeting, all meeting participants including the chairperson of the meeting, board members, senior management and shareholders are required to participate in the meeting online.

(iii) In respect of deposited securities, only members whose names appear in the Record of Depositors on 21 November 2024 (General Meeting Record of Depositors) shall be eligible to participate in the 20th AGM or appoint proxy(ies) to attend and/or vote on his/her behalf.

(iv) A member entitled to attend and vote at the 20th AGM is entitled to appoint more than one (1) proxy to participate and vote in his/her stead at the same meeting. A proxy may but need not be a member of the Company. There shall be no restriction to the qualification of the proxy. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless the member specifies the proportions of his/her shareholdings to be represented by each proxy. A proxy appointed to participate and vote at the 20th AGM shall have the same rights as the member to participate at the 20th AGM.

The members, proxies or corporate representatives may submit questions before the 20th AGM to the Chairman or Board of Directors electronically by email to corporate@giibworld.com no later than Tuesday, 26 November 2024 at 11:00 a.m. or via real time submission of typed texts via RPV facilities during the live streaming of the 20th AGM as the primary mode of communication.

(v) Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act, 1991, there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.

(vi) Where a member of the Company is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it is entitled to appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. Where an Authorised Nominee appoints two (2) proxies to attend and vote at the 20th AGM, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing of the proxies, failing which, the appointment shall be invalid.

(vii) The instrument appointing a proxy by a member who is entitled to participate at the 20th AGM, shall be executed by the appointor or of his/her attorney duly authorised in writing or via electronic submission. If the appointor is a corporation, either under its common seal or the hand of its officer or its duly authorised attorney.

(viii) The appointment of proxy may be made in the form of hardcopy or by electronic means as specified below and must be received by the Share Registrar of the Company, Sectrars Management Sdn. Bhd. no later than forty-eight (48) hours before the time appointed for the holding of the meeting, i.e. no later than Tuesday, 26 November 2024 at 11:00 a.m. or any adjournment thereof

In hardcopy form
Deposited at the office of the Share Registrar of the Company, Sectrars Management Sdn. Bhd. at Lot 9-7, Menara Sentral Vista, No. 150, Jalan Sultan Abdul Samad, Brickfields, 50470 Kuala Lumpur, Wilayah Persekutuan, Malaysia not less than forty-eight (48) hours before the time appointed for the holding of the meeting, i.e. no later than Tuesday, 26 November 2024 at 11:00 a.m. or any adjournment thereof.

By electronic means
Alternatively, the instrument appointing a proxy may be deposited via electronic means by email to sectrarsmg@gmail.com not less than forty-eight (48) hours before the time appointed for the holding of the meeting, i.e., no later than Tuesday, 26 November 2024 at 11:00 a.m. or any adjournment thereof.

Revocation of proxy
If you have submitted your proxy form(s) prior to the 20th AGM and subsequently decide to appoint another person or wish to personally participate in the 20th AGM, please write in to sectrarsmg@gmail.com to revoke the earlier appointed proxy(ies) no later than Tuesday, 26 November 2024 at 11.00 a.m. or any adjournment thereof.

GROUP

GIIB HOLDINGS BERHAD
Registration No.: 200301016552 (618972-T)
(Incorporated in Malaysia)

Lot Pt 1654 & Pt 1657, Kawasan Perindustrian Nilai, 71800 Nilai, Negeri Sembilan.
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